

SOUND TRANSIT 2006 ANNUAL REPORT

Getting it Done



S SOUND TRANSIT
RIDE THE WAVE

Financial and Operating Highlights

In 2006, Sound Transit was *Getting it Done*. Seven projects were completed and 13 were under construction. Planning for expansion of the system (ST2) continued, and ridership grew 11.7 percent reflecting the full year impact of additional round trip service on Sounder and a new route and growth in service hours on ST Express.

In 2006:

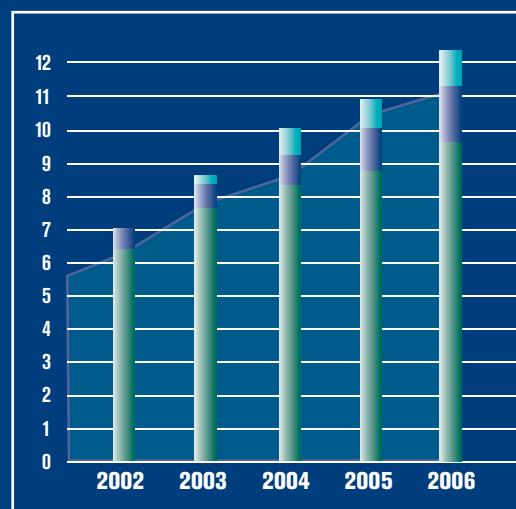
- Ridership increased by 11.7 percent reaching 12.3 million riders, and Sounder ridership increasing by 33.5 percent.
- Tax revenues grew to \$331.8 million, an increase of more than 7 percent, providing a stable revenue base for the region's capital program.
- Annual capital spending grew by 16 percent to \$636.4 million as construction activity increased on Central and Airport Link.

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COVER: Link light rail testing in Seattle.

Ridership
(Number of boardings/Unaudited)



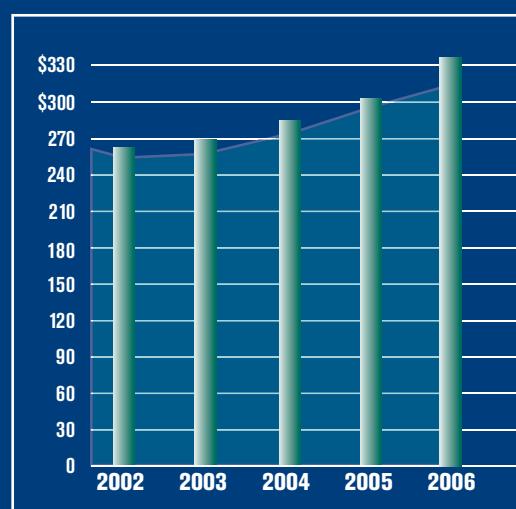
Transit Modes

- Link light rail
- Commuter rail
- ST Express
- Annual Adopted Budget ¹

In millions

1. Prior to 2006 published source was the annual Sounder Business Plan and the prior year Service Implementation Plan (SIP) for ST Express.

Tax revenue collection history



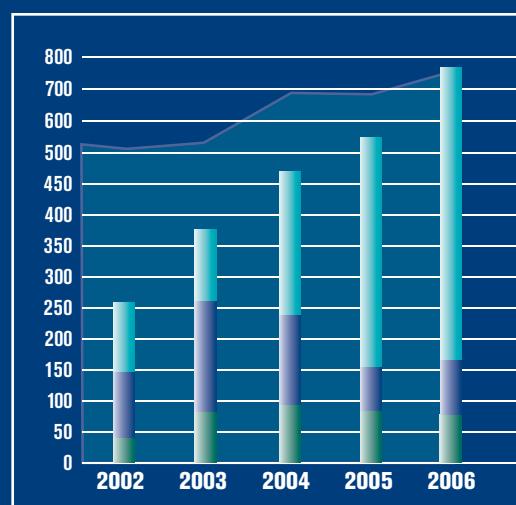
Key

- Actual
- Annual Adopted Budget

\$ in millions

Capital expenditures by line of business

(Unaudited)



Transit Modes

- Link light rail
- Commuter rail
- ST Express
- Annual Adopted Budget ¹

\$ in millions

1. Excludes ongoing capital expenditures related to Transportation Services, Transit Vision, Administrative Capital and Transit-oriented Development.

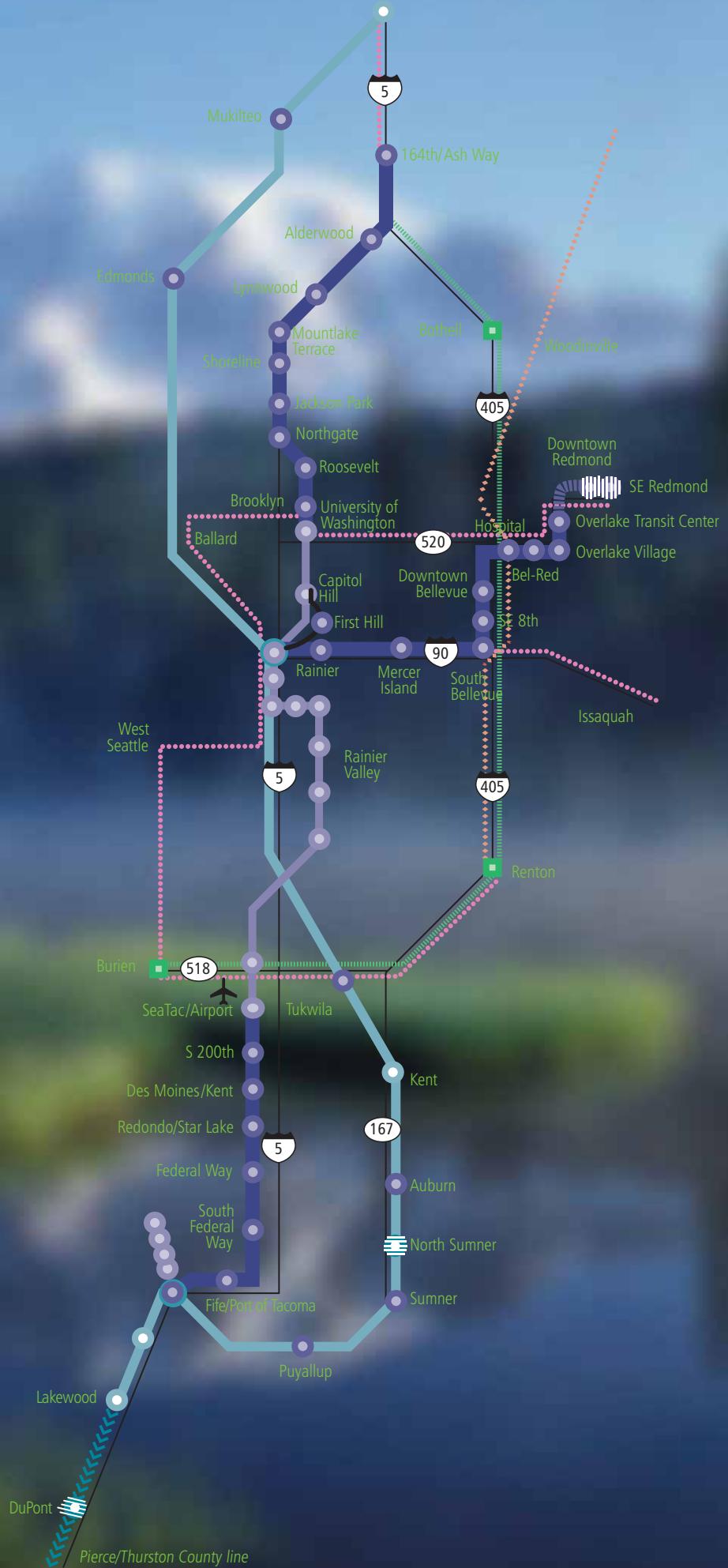
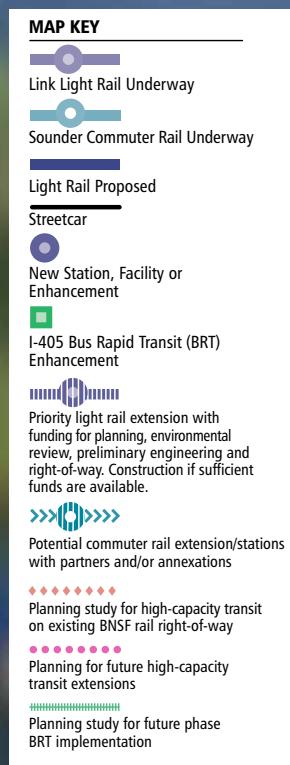


Central Link light rail • Sounder commuter rail • ST Express regional bus • Tacoma Link light rail

Sound Transit **plans**,
builds, and **operates** regional transit systems
and services to improve **mobility**
for Central Puget Sound.

—Sound Transit Mission Statement

"The solution is to plan for the future of our regional mass transit system. In 2006, we did that in a big way. We're calling the results Sound Transit 2."





Looking ahead with confidence

In 2006, Sound Transit asked the residents of Central Puget Sound to begin looking ahead—way ahead.

We asked people to consider what they want their transportation system and options to be like in 2030, not out of curiosity, but out of necessity. Why? Another one million people are expected to be living in the Puget Sound region in 2030. It's entirely possible the typical commuter could spend a week of additional work hours stuck in congestion. Imagine a rush hour that could last from breakfast through dinner. It will strangle the movement of traffic and freight and jeopardize our economic competitiveness and quality of life.

A sobering thought.

The solution is to plan for the future of our regional mass transit system. In 2006, we did that in a big way. We're calling the results Sound Transit 2. We asked people to help shape the plan, which includes a major expansion of the Link light rail line that is under construction and will open in 2009.

We made a major effort to connect with the public throughout the year. Nearly 600 people attended five open houses to discuss Sound Transit 2. We logged more than 12,000 visits to the ST2 Web site in just three months. And we worked closely with cities and counties throughout the Puget Sound region to get their opinions.

With the public's participation, and the experience and knowledge we've gained over the years, we're confident Sound Transit 2 reflects the needs of this region. It builds on the regional mass transit system of light rail, commuter rail and express buses Sound Transit is currently constructing and operating. Much of that foundation is in place, with Tacoma Link light rail, commuter trains and express buses running and the light rail construction well on track.

Throughout our 2006 annual report you'll find examples of the theme *Getting It Done*. In planning for our future, I believe we did just that.



John Ladenburg,
Sound Transit Board Chair

If Sound Transit 2 is approved by voters, light rail trains will carry people to and from East King County on I-90, as shown in the conceptual image top left. Future light rail trains would also extend to Northgate in the conceptual image, top right.



JOHN W. LADENBURG, SOUND TRANSIT BOARD CHAIR
PIERCE COUNTY EXECUTIVE



The new Link light rail Operations & Maintenance Facility, with downtown Seattle in the background.



Our best year ever

When I look through our list of accomplishments for 2006, the theme *Getting it Done* really fits.

The year 2006 was the biggest ever for Sound Transit and it laid the foundation for a very important 2007. As I review the highlights for the year, several numbers jump out. The first is 12 million.

In 2006, we carried more than 12 million passengers on our Sounder and Tacoma Link trains and ST Express buses, the most ever. Another number that jumps out is 50 million. In 2006, our ST Express lifetime bus ridership passed the 50 million mark. Other important numbers from the year include five million for our Sounder commuter rail lifetime ridership and two million lifetime ridership for Tacoma Link light rail.

But the story of 2006 isn't found entirely in numbers. We got a lot done. You can see it in the list of groundbreakings and grand openings. Among many other projects across our three-county regional transit district, we opened the Federal Way Transit Center and HOV Access ramps and the Eastgate Access Ramps. We broke ground to extend light rail to Sea-Tac Airport and started work on the Canyon Park and South Everett freeway stations.

We began drilling the Beacon Hill tunnel for light rail early in 2006 and watched the massive tunnel boring machine move forward as the months rolled on. By year's end, the Link light rail initial segment from downtown Seattle to the airport was more than half built and on track for the start up of light rail service in 2009.

Much more was accomplished as you'll see in this annual report. Taken together, the numbers, and the work accomplished show that 2006 was our best year ever.



Joni Earl, Sound Transit Chief Executive Officer and Greg Nickels, Seattle Mayor and Sound Transit Boardmember.

ST Express bus at the Lynnwood Transit Center, top left. Work continued in 2006 to retrofit the Downtown Seattle Transit Tunnel, top right.

Joni Earl
JONI EARL, CHIEF EXECUTIVE OFFICER



Construction underway now is bringing light rail to Sea-Tac Airport



The public in the three-county district helped shape the Sound Transit 2 plan, top left. Light rail trains began testing in 2006 on tracks near the new Operations & Maintenance Facility just south of downtown Seattle, top right.



Plans

Sound Transit 2 is the transit piece of a Roads & Transit package that will appear on the ballot for voters in the three-county district in November 2007.

Shaping the Sound Transit 2 plan

The Sound Transit 2 plan to expand the regional mass transit system is a regional effort. In 2006, Sound Transit made great strides in shaping that plan.

By year's end, the Sound Transit Board was on a timetable for adopting a final plan in the spring of 2007. Sound Transit 2 is the transit piece of a Roads & Transit package that will appear on the ballot for voters in the three-county district in November 2007.

Sound Transit 2 adds 50 miles of new light rail, more than 11,000 new park-and-ride stalls to the region, seven new or improved Sounder commuter rail stations, enhanced ST Express bus services and a new streetcar line in Seattle. When completed, Sound Transit 2 will significantly increase light rail ridership.

Visit www.soundtransit.org/st2 for the latest information on the ST2 plan.

Sound Transit also made strides in 2006 planning the extension of light rail from downtown Seattle to the University of Washington. Known as University Link, the 3.15-mile extension is expected to begin construction in late 2008 and open for service in 2016. In 2006, the Sound Transit Board approved the University Link project and the agency received federal authorization to enter into final design.

With the University Link extension, which could begin construction late 2008, Link trains will serve the University of Washington, left. Photo courtesy of the University of Washington.



Sounder commuter trains and the new station in downtown Auburn



Great progress was made on the Beacon Hill light rail station and tunnel in 2006



Starting far left: The Eastgate Access Ramps to I-405 opened for service in 2006; crews began work on the Mercer Island Park-and-Ride lot; the new Sammamish Park-and-Ride lot opened for service. Below: Gantry on the Tukwila light rail segment, screened image.

Builds

"Sound Transit Link light rail projects are helping connect communities, reduce congestion, increase mobility, and grow our economy."

SENATOR PATTY MURRAY AT SOUND TRANSIT AND PORT OF SEATTLE GROUNDBREAKING ON AIRPORT LINK LIGHT RAIL AND AIRPORT ROADWAY IMPROVEMENTS. SEPT. 22, 2006.



Digging tunnels, laying tracks, opening service

Construction workers were busy up and down the Sound Transit District in 2006, digging tunnels, laying tracks and completing park-and-ride lots, stations and access ramps. The agency invested about \$636 million in construction around the region in 2006.

The year 2006 started off in a big way when Sound Transit opened the Federal Way Transit Center, which includes about 1,200 parking stalls and nine bus bays. At the same time, the agency opened the Federal Way HOV access ramp connecting to the new transit center in South King County. Completing the new configuration was the start of ST Express Route 577 from Federal Way to Seattle. In its first year of service, more than 90,000 passengers rode that route.

A highlight of the year was the ongoing construction of the Link light rail project. By year's end, the nearly 16-mile long line, stretching from downtown Seattle to Sea-Tac Airport, was more than half finished. In addition, Sound Transit completed laying the light rail tracks in SODO and finished two light rail stations, SODO and Stadium. The new Link Operations and Maintenance Facility welcomed the first light rail vehicle, which arrived by ship to the Port of Everett in the fall.

The year 2006 also saw the opening of new park-and-ride lots at Issaquah Highlands and Sammamish in East King County. Drivers along the I-90 corridor in East King County also

witnessed the addition of elements of our public art program — several huge bronze salmon art pieces at the newly opened Eastgate Access ramps. The ramps quickly provided a more direct and less congested connection for buses, carpools and vanpools traveling I-90.

Work began on the Canyon Park Freeway Station that will improve transit speed and reliability in the I-405 corridor. The project includes a freeway station and pedestrian bridge that connects to the Canyon Park Park-and-Ride lot.

Commuters on I-5 in Snohomish County saw the start of the South Everett Freeway Station project that includes a park-and-ride lot within the median of I-5. The new facility will include approximately 400 parking stalls and direct access for transit and HOV vehicles to the northbound and southbound lanes of I-5.

Sound Transit, along with the City of Issaquah and King County Metro Transit, broke ground on the new Issaquah Transit Center and parking garage, which will more than double the amount of parking spaces at the site — to over 800 stalls.

Finally, Sound Transit began building the new two-level Mercer Island Park-and-Ride at the existing park-and-ride site. This project will increase the total parking capacity to approximately 450 stalls when completed.



Tacoma Link light rail continued its strong ridership in 2006.



Clockwise from left: Sounder commuter trains carried almost 1.7 million passengers in 2006; Passengers line up to board an ST Express bus at Everett Station; a Link light rail vehicle begins testing near SODO Station; buses run on I-90 heading toward Bellevue; and artwork graces the Bellevue Transit Center.

Operates

In 2006, Sound Transit carried more passengers than any time in its history. Ridership in 2006 was a combined 12.3 million on Sound Transit trains and buses, an increase of about 11.7 percent from a year earlier.

Connecting people and places

The goal of Sound Transit is to connect people and places throughout the Puget Sound region.

Sounder commuter trains operate on a 74-mile corridor stretching from Everett to Tacoma, with an eight-mile extension to Lakewood on the way. The first Sounder trains began service in September 2000. ST Express buses run on 19 routes that connect communities and job centers throughout the region. ST Express buses began running in September 1999. Link light rail has served downtown Tacoma since August 2003 and will open for service between Seattle and Sea-Tac International Airport in 2009.

In 2006, Sound Transit carried more passengers than any time in its history. Ridership in 2006 was a combined 12.3 million on Sound Transit trains and buses, an increase of about 11.7 percent from a year earlier. Factors for the ridership increase include a regional economy that added jobs at key urban centers served by Sound Transit and the continued high cost of gasoline, which provided an incentive for using transit.

As more services are brought on line, we expect those ridership numbers will continue going up.



Clockwise: Metro and Sound Transit buses use the new Federal Way Transit Center that opened in 2006; Buses use the Bellevue HOV access ramp; Everett residents on the Pacific Avenue Overpass near Everett Station; Tacoma Link light rail is helping revitalize downtown Tacoma.



Mobility

The Sound Transit district covers more than 1,000 square miles with 52 cities across three counties and a population of about 2.7 million people.



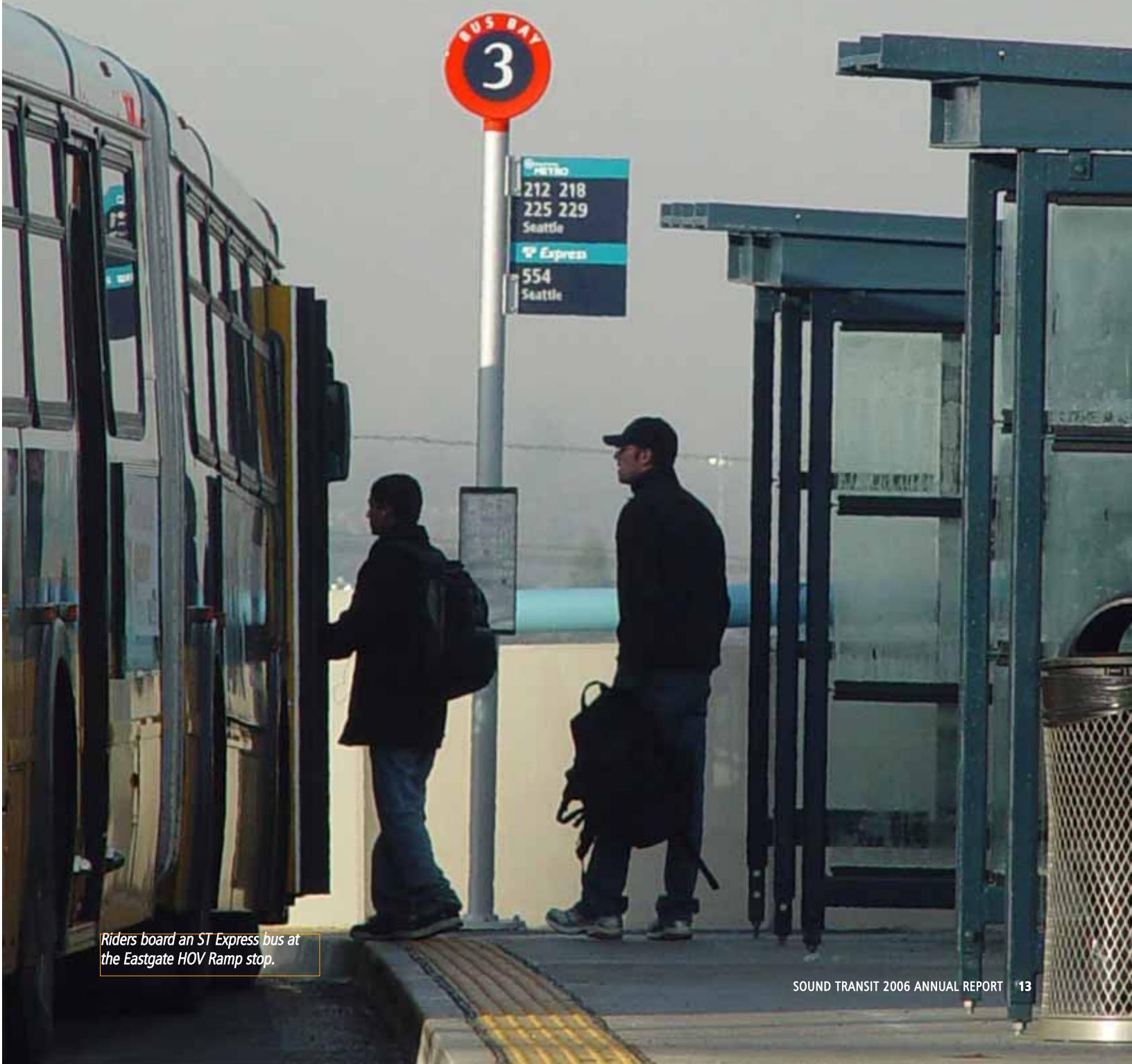
Teaming up with the region

Sound Transit can't do it alone. Building a regional transit system requires cooperation, coordination and partnerships throughout Central Puget Sound, Washington state and the federal government.

Cooperation is very important in a region that is so interconnected. The Sound Transit district covers more than 1,000 square miles with 52 cities across three counties and a population of about 2.7 million people. In addition to other transit agencies, Sound Transit works closely with cities, ports and the State Department of Transportation. Sound Transit also relies on a strong partnership with the federal government for its oversight and help in funding projects.

Teamwork shows up in a number of different ways. For example, Sound Transit works with cities to plan projects and secure permits to build and operate our projects and services. Sound Transit contracts with existing transit agencies to operate buses on 19 regional bus routes. The agency also coordinates its services and operations with other transit agencies when possible. We share facilities and a Regional Trip Planner, and we've been working closely for several years on a new Smart Card – the only pass that will be needed for all of our customers to get around the entire region on any of the area's transit systems. Sound Transit contracts with the state Department of Transportation to build HOV facilities to connect to our transit centers for buses, vanpools and carpools.





Riders board an ST Express bus at the Eastgate HOV Ramp stop.



2006 Milestones

Today marks another major milestone for Sound Transit and is a reminder to commuters stuck in traffic that help is on the way.

SENATOR PATTY MURRAY ANNOUNCING APPROVAL TO ENTER FINAL DESIGN FOR UNIVERSITY LINK LIGHT RAIL EXTENSION. NOV. 27, 2006.

Setting the bar high

At the start of each year, Sound Transit compiles and distributes a list of major milestones that the agency expects to achieve in the coming year. The list is a very visible way for the Sound Transit Board and the public to track the agency's progress throughout the year.

In 2006, the bar was set very high. Sound Transit attempted more milestones than ever before. In total, the agency reached 22 of 38 milestones. The remaining milestones will be met in 2007.

The milestones achieved in 2006 included starting construction of the Beacon Hill light rail tunnel, breaking ground on the extension of light rail to Sea-Tac Airport, opening the Federal Way Transit Center and HOV Access Ramps, and opening the Issaquah Highlands, Sammamish park-and-ride lots and opening the Eastgate Access ramps.

Under Construction

- ✓ Beacon Hill tunneling begins on Link light rail project
- ✓ Road and trackwork for first Seattle Link light rail segment complete
- ✓ Groundbreaking for Link light rail connection to Sea-Tac Airport
- ✓ Groundbreaking for South Tacoma Sounder commuter rail station
- ✓ Groundbreaking for Issaquah Transit Center
- ✓ Groundbreaking for Mercer Island Park-and-Ride lot
- Link light rail Operations and Maintenance base finished
- Groundbreaking for Totem Lake Transit Center –
- ✓ Groundbreaking for Canyon Park Freeway Station
- ✓ Groundbreaking for South Everett Freeway Station
- Groundbreaking for Lakewood Sounder commuter rail station
- Groundbreaking for Mukilteo Sounder commuter rail station
- ✓ First Link light rail train arrives in Seattle
- Groundbreaking on final stage of Everett Station parking and service improvements for Sounder commuter rail
- Final assembly of Link light rail trains begins in Central Puget Sound
- Link light rail vehicle testing begins on test tracks
- Tunnel boring machine for Link light rail breaks through east portal at Beacon Hill
- Link light rail major reconstruction of Martin Luther King Jr. Way South wraps up in Rainier Valley
- Resurfacing Pine Street in downtown Seattle for Link light rail is completed



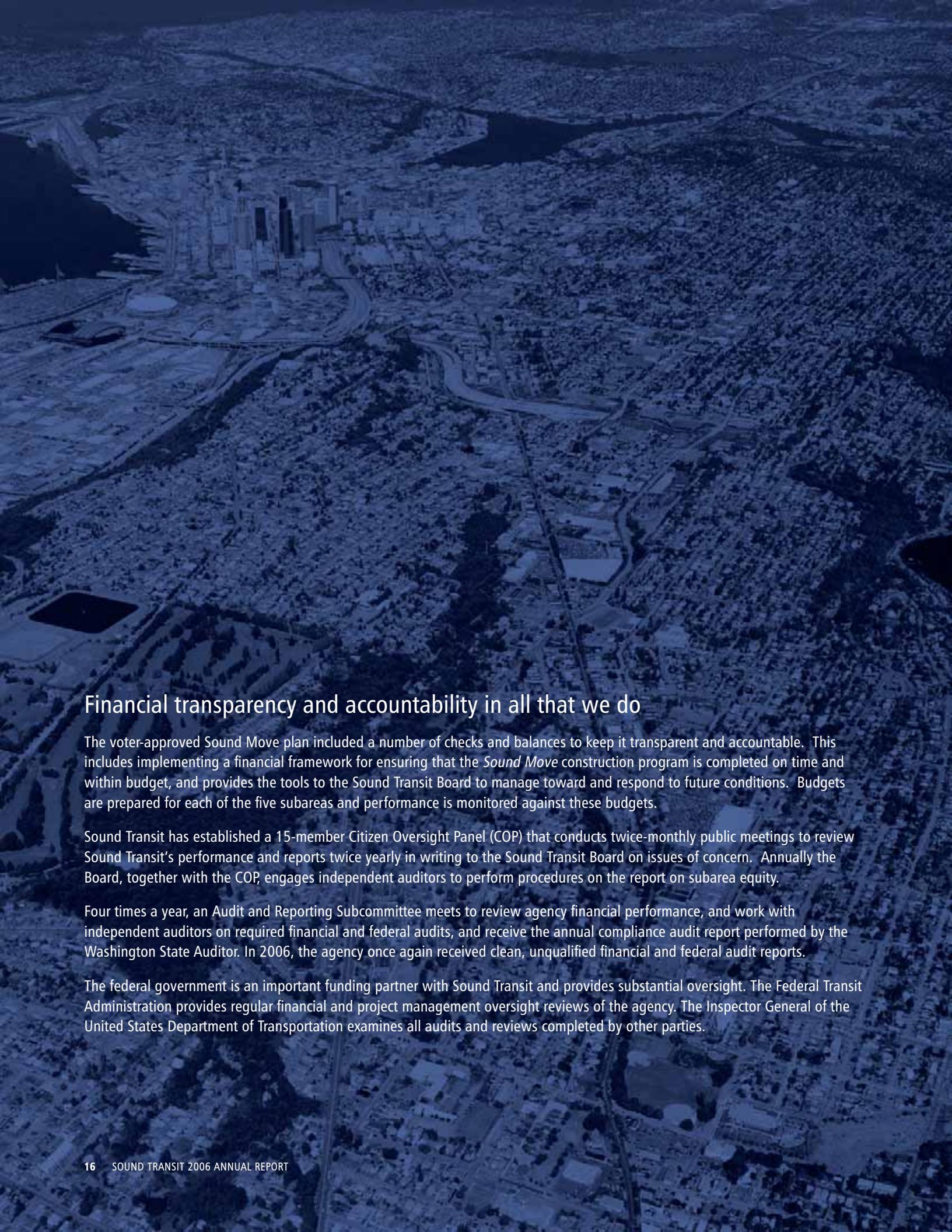
Open for Service

- ✓ New Federal Way-Seattle express bus route begins
- ✓ Federal Way Transit Center and HOV Access Ramps open
- ✓ Issaquah Highlands Park-and-Ride lot opens
- ✓ Sammamish Park-and-Ride lot opens
- ✓ Bellevue Transit Center Rider Services Building opens
- ✓ Tacoma Link light rail carries two million riders
- ✓ Eastgate Access Ramps open to I-90
- ✓ Sounder commuter rail carries five million passengers
- ✓ ST Express bus ridership reaches 50 million
- ✓ Regional Special Needs Transportation Coordination five year plan completed

Sound Transit projects and services are changing the face of Central Puget Sound. From left starting on preceding page: Beacon Hill light rail station; Link light rail vehicle unveiling; Issaquah Transit Center groundbreaking; Federal Way Transit Center; Bellevue Transit Center; Tacoma Link light rail passenger; the University of Washington. Also pictured, the Sound Transit Board meets.

On Deck

- ✓ Final environmental study for Link light rail extension from downtown Seattle to Northgate is released
- ✓ Board approves Link light rail project extension from downtown Seattle to University of Washington
- ✓ Sound Transit reaches agreement with UW for Link light rail to reach the University
- ✓ Board adopts draft Sound Transit 2 plan for next round of regional investments
- ✓ Construction begins on track and signal improvements for future Sounder Lakewood-to-Tacoma line
- ✓ Permits certified for third Everett-Seattle Sounder commuter train
- ✓ Board adopts final Sound Transit 2 plan for next round of regional investments
- ✓ Regional Smart Card test completed
- ✓ Final design on Link light rail extension from downtown Seattle to UW receives federal approval

The background of the page is a high-angle aerial photograph of a city. The image shows a complex network of roads, including a prominent highway with multiple lanes and interchanges. In the center-left, there is a dense cluster of buildings, likely a downtown area. The surrounding land is a mix of urban development and green spaces. The overall color palette is dominated by blues and greys, typical of a satellite or drone photograph.

Financial transparency and accountability in all that we do

The voter-approved Sound Move plan included a number of checks and balances to keep it transparent and accountable. This includes implementing a financial framework for ensuring that the *Sound Move* construction program is completed on time and within budget, and provides the tools to the Sound Transit Board to manage toward and respond to future conditions. Budgets are prepared for each of the five subareas and performance is monitored against these budgets.

Sound Transit has established a 15-member Citizen Oversight Panel (COP) that conducts twice-monthly public meetings to review Sound Transit's performance and reports twice yearly in writing to the Sound Transit Board on issues of concern. Annually the Board, together with the COP, engages independent auditors to perform procedures on the report on subarea equity.

Four times a year, an Audit and Reporting Subcommittee meets to review agency financial performance, and work with independent auditors on required financial and federal audits, and receive the annual compliance audit report performed by the Washington State Auditor. In 2006, the agency once again received clean, unqualified financial and federal audit reports.

The federal government is an important funding partner with Sound Transit and provides substantial oversight. The Federal Transit Administration provides regular financial and project management oversight reviews of the agency. The Inspector General of the United States Department of Transportation examines all audits and reviews completed by other parties.

Sound Transit projects completed since 1996



Subarea Summary

The principle of subarea equity assures that Sound Transit taxes raised within an area are used for capital projects and operations that benefit that area.

REVENUES BY SUBAREA (UNAUDITED)

SUBAREA	2002	2003	2004	2005	2006
Snohomish County	\$ 42,735	\$ 38,437	\$ 42,320	\$ 67,668	\$ 47,802
North King County	116,998	84,917	131,250	141,442	138,160
South King County	75,788	63,795	81,455	95,531	123,906
East King County	84,207	76,545	80,798	98,716	105,281
Pierce County	62,424	62,731	64,377	77,472	88,623
Regional Fund	25,822	13,400	9,408	15,949	31,368
TOTAL	\$ 407,974	\$ 339,825	\$ 409,608	\$ 496,778	\$ 535,140

\$ in thousands

OPERATING EXPENSES BY SUBAREA (UNAUDITED)

SUBAREA	2002	2003	2004	2005	2006
Snohomish	\$ 7,290	\$ 7,517	\$ 13,014	\$ 17,844	\$ 18,029
North King County	2,294	2,466	985	256	256
South King County	13,959	16,062	17,797	25,053	28,472
East King County	22,588	25,930	29,552	34,719	39,195
Pierce County	25,202	27,370	31,100	36,511	36,846
Regional Fund	12,985	14,270	16,826	17,896	18,296
TOTAL	\$ 84,318	\$ 93,615	\$ 109,274	\$ 132,278	\$ 141,094

\$ in thousands

CAPITAL EXPENDITURES BY SUBAREA (UNAUDITED)

SUBAREA	2002	2003	2004	2005	2006
Snohomish County	\$ 22,925	\$ 109,418	\$ 95,415	\$ 11,110	\$ 57,071
North King County	72,350	81,688	184,214	290,520	283,959
South King County	63,926	68,172	86,684	153,135	204,027
East King County	24,587	38,692	63,071	43,789	69,032
Pierce County	69,849	57,256	39,742	49,334	22,265
Regional Fund	(908)	2,055	3,449	4,382	1,609
TOTAL	\$ 253,637	\$ 355,226	\$ 469,126	\$ 549,497	\$ 636,354

\$ in thousands

Financial Section

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY

The financial statements of the Central Puget Sound Regional Transit Authority (Sound Transit) have been prepared from the Agency's accounting system in accordance with generally accepted accounting principles. The integrity and objectivity of information in Sound Transit's financial statements, including estimates and judgments, are the responsibility of management.

Sound Transit maintains a system of internal accounting controls designed to provide reasonable assurance as to the integrity and reliability of financial reporting, the safeguarding of assets and the prevention and detection of material errors or fraudulent financial reporting. Monitoring of such systems includes management's responsibility to objectively assess the effectiveness of internal accounting controls and recommend improvements therein.

Limitations exist in any system of internal accounting controls in which the cost of the system being implemented should not exceed the benefits derived. Sound Transit believes that the organization's system does provide reasonable assurance that transactions are executed in accordance with management's general or specific authorizations and is adequate to accomplish the stated objectives.

The independent auditors, whose report is included herein, were engaged to express an opinion on our 2006 financial statements. Their opinion is based on procedures performed in accordance with generally accepted auditing standards, including examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation.

In an attempt to assure objectivity, the financial information contained in this report is subject to review by the Board of Directors.



Joni Earl
Chief Executive Officer



Brian McCartan

Brian McCartan
Chief Financial Officer



Kelly A. Priestley

Controller

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MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

Management's Discussion and Analysis ("MD&A") presents a narrative overview and analysis of the financial activities of the Agency for the years ended December 31, 2006 and 2005. The MD&A is designed to assist readers of financial statements in focusing on significant financial activities and issues and to identify any significant changes. As this information is presented in summary form, it should be read in conjunction with the financial statements and footnotes as a whole.

Central Puget Sound Regional Transit Authority, a public corporation acting under the service name of Sound Transit, is a regional transit authority implementing and providing a high-capacity transportation system throughout parts of King, Pierce and Snohomish counties through commuter rail ("Sounder"), light rail ("Link") and a regional express bus system ("ST Express"). The implementation of the initial phase of the voter-approved regional transportation system ("Sound Move") is scheduled for a 20-year period, ending in 2016. With the approval of the Full Funding Grant Agreement for University Link, this represents an extension of the Ten-Year Regional Transit System Plan previously scheduled to complete in 2009. The agency's activities to date have been concentrated on implementing service in all three transit modes and on the design, environmental review and construction of its capital projects.

Sound Transit's financial statements have reflected a growth in operating revenues and expenses each year, as well as growth in capital projects in progress and property, vehicles and equipment. As the Agency has not reached its full service levels and is in the construction phase on its light rail project, major sources of revenue exceed expenses resulting in a rising net asset position.

FINANCIAL HIGHLIGHTS

- Total operating revenues were \$21.5 million for 2006, an increase of 8.2% from the prior year. Passenger fares increased by \$1.6 million from the prior year as a result of large ridership gains on Sounder and ST Express.
- Total operating expenses, excluding depreciation and gains or losses on disposal of assets, were \$107.6 million, an increase of \$9.8 million or 10.0% from the prior year.
 - Operations and maintenance expenses increased by \$8.0 million. This increase reflects the full year impact of service increases on Sounder, a 4% increase in service levels on ST Express, as well as unit cost increases in the price of fuel and labor.

- General and administrative expenses, after allocations to capital projects and operations and maintenance, increased by \$1.8 million. This reflects a write-off of overhead for the permanent Tukwila Sounder station, the construction of which has been delayed to the next phase of Sound Move.
- Non-operating revenues (expenses) were up \$38.7 million from the prior year, reflecting higher tax revenues that increased by \$23.5 million and higher investment income which increased by \$11.2 million, as the economy continues to perform strongly, rising interest rates in 2005 and available cash balances remained high.
- Capital contributions decreased by \$14.8 million, with federal, state and local contributions to Sound Transit increasing by \$2.1 million and the value of transfers to other governments increasing by \$16.9 million.
- Total net assets at December 31, 2006, were \$2.6 billion, an increase of \$302.6 million or 12.9% from 2005. This increase was up from an increase in 2005 of \$285.7 million or 13.9% from 2004. The higher increase in net assets in 2006 from 2005 is a result of higher net non-operating revenues (expenses) less higher contributions to other governments.
- Total capital assets, net of accumulated depreciation, were \$2.9 billion at December 31, 2006, an increase of \$593 million or 26.0% from 2005. The increase in total capital assets reflects an increase in capital projects in progress as construction moves forward on the Link light rail projects, additional land acquisitions for light rail and further progress on the Sounder track and facilities projects. In 2006, \$227.6 million in rail access right expenditures and completed projects were transferred to depreciable assets or expensed as capital contributions to other governments.

OVERVIEW OF THE FINANCIAL STATEMENTS

Sound Transit's financial statements are prepared in conformity with United States generally accepted accounting principles ("GAAP") as applied to government units. The 2006 financial statements are presented using the economic resource measurement focus and accrual basis of accounting. As Sound Transit comprises a single proprietary fund, no fund level financial statements are shown.

In accordance with GAAP, all revenues are recognized in the period in which they are earned and expenses are

recognized in the period in which they are incurred. All assets and liabilities associated with the operation of Sound Transit are included in the Balance Sheets, and depreciation of capital assets is recognized in the Statements of Revenues, Expenses and Changes in Net Assets.

The financial statements provide both long-term and short-term information about Sound Transit's overall financial status as well as Sound Transit's net assets, segregated by invested in capital assets (net of related debt), restricted and unrestricted. Net assets are the difference between Sound Transit's assets and liabilities and over time may serve as a useful indicator of Sound Transit's financial position. The financial statements also include notes that provide additional information that is essential to a full understanding of the information provided.

FINANCIAL ANALYSIS

Net Assets

Sound Transit's total net assets at December 31, 2006, were \$2.6 billion, an increase of \$302.6 million or 12.9% from 2005 (see Table A-1). Total assets increased \$300.3 million or 8.9% while total liabilities decreased slightly. The increase in total assets reflects capital spending activity. This compares to total net assets of \$2.3 billion at December 31, 2005, which was an increase of \$285.7 million from 2004 that also related to increased capital spending.

Current assets, excluding restricted assets, decreased in 2006 by 13.6% from 2005. This decrease was substantially due to a decrease in investments of \$175.8 million and decreased receivables of \$18.1 million. Investment balances decreased as the agency funded its construction program. In 2005, current assets increased by 23.4% from 2004, substantially due to increased cash, cash equivalents and investments of \$117.4 million and receivables of \$9.5 million. The increased cash and investment balances in

Table A-1
Sound Transit Net Assets

(in millions)	As of December 31,			% Change	
	2006	2005	2004	2006-2005	2005-2004
Current assets, excluding restricted assets	\$ 587.1	\$ 679.5	\$ 550.7	(13.6)	23.4
Restricted assets	142.1	335.3	170.1	(57.6)	97.2
Capital assets	2,870.4	2,277.5	1,773.6	26.0	28.4
Other non-current assets	67.9	74.9	67.4	(9.3)	11.1
Total Assets	3,667.5	3,367.2	2,561.8	8.9	31.4
Current liabilities, excluding interest payable from restricted assets	162.9	155.0	82.6	5.1	87.7
Interest payable from restricted assets	10.5	10.6	7.2	(0.7)	48.0
Long-term debt	779.8	791.2	353.1	(1.4)	124.1
Other long-term liabilities	67.0	65.7	59.9	2.0	9.8
Total Liabilities	1,020.2	1,022.5	502.8	(0.2)	103.3
Net Assets					
Invested in capital assets, net of related debt	2,085.8	1,674.9	1,422.4	24.5	17.8
Restricted net assets	131.6	131.8	162.9	(0.2)	(19.1)
Unrestricted net assets	429.9	538.0	473.7	(20.1)	13.6
Total Net Assets	\$ 2,647.3	\$ 2,344.7	\$ 2,059.0	12.9	13.9

2005 reflected additional available cash as bond proceeds from the 2005A Sales Tax bond issue were available to fund construction spending.

Restricted assets decreased in 2006 by 57.6% from 2005, as \$201.0 million in proceeds from the 2005 bond issuance were spent in 2006, and payments were made to BNSF for construction out of funds restricted under contractual agreement. In 2005, restricted assets increased by 97.2% from 2004 related to the bond proceeds that were not fully spent down within that year.

Capital assets increased in 2006 by \$592.9 million or 26.0% from 2005, reflecting Sound Transit's ongoing capital program activity as construction progressed on projects. This compares to an increase of \$503.9 million in 2005 from 2004, also a result of progress in the capital program. In 2006, Sound Transit capitalized \$707.2 million (\$586.6 million in 2005) in design, construction, acquisition, interest and general and administrative costs allocated to capital projects in progress. The Central Link light rail project is in full construction, representing \$530.7 million of amounts capitalized in 2006 or 75.0% of total capital spending, while the Sounder and ST Express programs approach completion of several major program elements. In 2005, \$431.2 million for Central Link was capitalized to capital projects in progress or 73.5% of capital spending.

Transfers out of capital projects in progress were \$235.9 million (\$165.7 million in 2005) as projects were completed and transferred to property, vehicles and equipment or expensed as follows:

(in millions)	2006	2005
Transferred to property, vehicles and equipment	\$ 154.8	\$ 103.5
Expensed to contributions to other governments	72.8	55.9
Transferred to recoverable costs or inventory	-	(1.0)
Write-off of overhead, discontinued and impaired project costs and loss on disposal of assets	8.3	7.3
	\$ 235.9	\$ 165.7

There were no discontinued projects in 2006; however, structural cracking related to a design error was identified on the Totem Lake Freeway Station project, and \$5.9 million in costs were considered impaired and were written off.

Also written off was \$2.4 million in overhead of which \$1.4 million related to the Tukwila Sounder station, as full build out of the permanent station has been postponed to the second phase of *Sound Move*. In 2005, \$6.3 million in costs were included in discontinued projects that did not have continuing value with the change in alignment for North Link in 2005. Management annually reviews costs incurred to date on all projects and those costs not having continuing value are written-off.

Direct additions to property, vehicles or equipment in 2006 were \$2.2 million, which included \$1.3 million in transit facilities and equipment, \$0.2 million in administrative fleet vehicles, and \$0.7 million in furniture and office equipment. Direct additions in 2005 were \$15.7 million and included \$3.6 million in land contributions from Washington State under the Land Bank agreement, \$1.7 million in asset retirement obligations related to Tacoma Link and Sounder stations in South King and Pierce County, delivery to Sound Transit of \$6.5 million in buses for ST Express and \$1.6 million in regularly scheduled computer and related software replacements and replacement of the Agency's phone system.

The Land Bank agreement provides credits in recognition of projects constructed by Sound Transit that benefit the State and may be used toward future purchases or leases by Sound Transit of state-owned land or airspace. The value of Land Bank credits at December 31, 2006, were \$150.3 million and is not recorded in the financial statements. The following table provides information on additions to and uses of credits accruing to the benefit of Sound Transit in 2006 and 2005.

(in millions)	2006	2005
Balance in Land Bank, beginning of year	\$ 68.1	\$ 72.9
Credits:		
Totem Lake Freeway Station	56.0	-
Federal Way Direct Access	24.6	-
Lynnwood SR-99 and Lynnwood Transit Center	3.7	-
Ashway Park & Ride	1.1	-
Draws:		
Link (Airport, Central and North alignment)	(2.7)	(1.1)
ST Express (Federal Way HOV, S. Everett Freeway Station, Mercer Island Park & Ride, Issaquah and Lynnwood Transit Centers)	(0.5)	(3.7)
Balance in Land Bank, end of year	\$ 150.3	\$ 68.1

Offsetting the increase in capital spending, accumulated depreciation increased in 2006 by \$33.4 million from 2005 and by \$33.7 million in 2005 from 2004. In addition, in 2006 \$1.3 million of land cost was transferred to land held for resale for transit-oriented development, and \$0.9 million of land cost was capitalized to the Federal Way Transit Center project as a result of a property boundary adjustment by the City of Federal Way. In 2005 \$2.5 million in assets were disposed of including \$1.7 million in land exchanged with the University of Washington and \$0.8 million for the agency's phone system and copiers under capital lease.

Current liabilities, in 2006, excluding interest payable from restricted assets increased by 5.1%, reflecting a significant increase in other liabilities related to increased construction claims, which more than offset decreased accounts payable as several Link construction contracts approach completion. Current liabilities in 2005 increased by 87.7% from 2004, reflecting the award of significant contracts for the Central Link project at the end of 2004 for which most of the construction activity was still in the start up phase.

Long-term debt decreased by 1.4% reflecting the repayment of \$4.3 million of the 1999 Bonds and a \$6.0 million payment on the BNSF promissory notes. Long-term debt increased 124.1% between 2005 and 2004 reflecting the issuance of the 2005A Sales Tax Bonds ("2005 Bonds") in March, 2005 and a promissory note made to BNSF.

The following table presents the net asset components and their relative percentage to total net assets:

Net Assets

(in millions)	As of December 31,			% Total Net Assets		
	2006	2005	2004	2006	2005	2004
Invested in capital assets, net of related debt	\$ 2,085.8	\$ 1,674.9	\$ 1,422.4	78.8	71.4	69.1
Restricted net assets	131.6	131.8	162.9	5.0	5.6	7.9
Unrestricted net assets	429.9	538.0	473.7	16.2	23.0	23.0
Total Net Assets	\$ 2,647.3	\$ 2,344.7	\$ 2,059.0	100.0	100.0	100.0

Invested in capital assets represents the agency's investment in property, construction in progress and depreciable net assets used in its operations, net of any related debt. As a percentage of total net assets, it increased from the prior year by 7.4% in 2006 and 2.3% in 2005 respectively. The increase reflects agency spending on its capital program, however, was more significant in 2006 as the agency did not issue new bonds in that year for funding for its program.

Restricted net assets represents assets restricted for use by the agency for a specific purpose, the most significant of which include funds restricted by letter of credit to BNSF and unspent bond proceeds. As a percentage of net assets, they decreased from the prior year by 0.6% in 2006 and 2.3% in 2005 as the BNSF Seattle-to-Tacoma segment funded by Sound Transit progressed and bond proceeds from the 2005A bond issue were fully spent.

Unrestricted net assets are the remainder of net assets not invested in capital nor restricted for a specific purpose. As a percentage of total net assets, they decreased from the prior year by 6.8% in 2006 reflecting the agency's spending on its capital program and increase in capital assets, but were comparable between 2005 and 2004 as capital expenditures were partially funded from the 2005A bond proceeds.

CHANGES IN NET ASSETS

Changes in net assets reflect the excess of revenue over expenditures for a year. In 2006 net assets increased by \$302.6, as compared to an increase in 2005 of \$285.7 million and \$180.2 million in 2004 (see Table A-2). The greater increase in 2006 than 2005 reflects Sound Transit's higher non-operating revenues and expenses which increased by \$38.7 million while positive net capital contributions decreased by \$14.8 million and the agency's loss from operations increased by \$7.2 million. The greater

increase in net assets in 2005 from 2004 reflects positive net capital contributions which increased by \$89.2 million and non-operating revenues and expenses which increased by \$36.2 million while loss from operations increased by \$19.7 million.

The increase in loss from operations reflects an increase in service with increased operating revenues of 8.2% in 2006 and 19.6% in 2005; however, this was more than offset by total operating expenses, which increased 6.7% in 2006, and 21.0% in 2005.

Table A-2
Changes in Sound Transit Net Assets

(in millions)	For the Year Ended December 31,			% Change	
	2006	2005	2004	2006-2005	2005-2004
Operating Revenues					
Passenger fares	\$ 18.1	\$ 16.5	\$ 13.2	9.5	24.8
Other	3.4	3.4	3.4	1.6	(0.8)
Total Operating Revenues	21.5	19.9	16.6	8.2	19.6
Operating Expenses					
Total operating expenses, before depreciation and loss on disposal of assets	107.6	97.8	86.2	10.0	13.4
Depreciation and loss on disposal of assets	33.5	34.5	23.1	(2.9)	49.5
Total operating expenses	141.1	132.3	109.3	6.7	21.1
Loss from operations	(119.6)	(112.4)	(92.7)	6.4	21.3
Non-operating revenues, net of expenses	350.4	311.7	275.5	12.4	13.2
Income before capital contributions	230.8	199.3	182.8	15.8	9.0
Capital contributions	71.8	86.6	(2.6)	(17.1)	3,484.0
Change in Net Assets, before cumulative effect adjustment	302.6	285.9	180.2	5.8	58.6
Cumulative effect adjustment	- (0.2)	-	-	-	-
Change in Net Assets	302.6	285.7	180.2	5.9	58.5
Total Net Assets, beginning	2,344.7	2,059.0	1,878.8	13.9	9.6
Total Net Assets, ending	\$ 2,647.3	\$ 2,344.7	\$ 2,059.0	12.9	13.9

OPERATING REVENUES

Operating revenues are composed of passenger fares and other revenue related to operations.

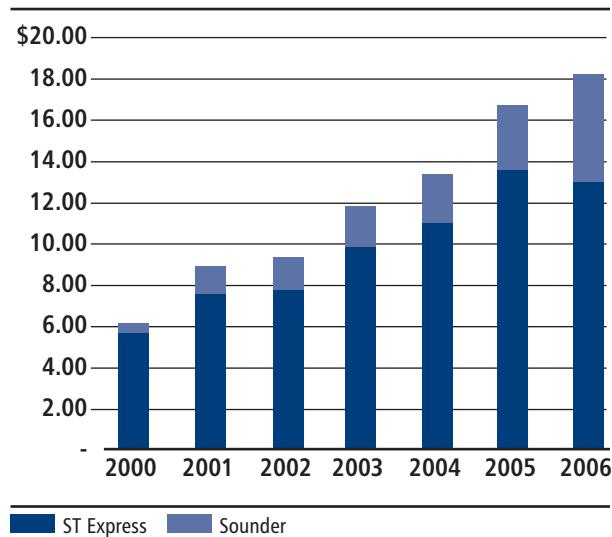
PASSENGER FARE REVENUE

Passenger fare revenue consists of fares earned from the sale of Puget passes, Sounder tickets and bus farebox receipts from riders on Sounder and ST Express during the year.

The following chart displays revenue by mode from 2000 to 2006:

Operating Revenue by Mode

(in millions)



Sounder rail passenger revenue increased \$2.0 million or 67.5% from 2005 and by \$0.8 million or 35.0% in 2005 over 2004. Ridership for the same periods increased by 425 thousand boardings or 33.5% in 2006 and 313 thousand boardings or 32.7% in 2005. The increase in revenue from 2005 is attributable to the increase in boardings and an increase in the average fare per boarding ("AFB"). The change in the AFB reflects changes to the regional Puget Pass program and a change in the agency's methodology to calculate the AFB between modes whereby greater pass revenue is now attributed to Sounder commuter rail. The AFB on Sounder in 2006 was \$3.02, while it was \$2.41 in 2005 and \$2.39 in 2004. The ridership increase on Sounder in 2006 and 2005 reflects both higher per train ridership and additional round-trip service between Everett-to-Seattle

beginning in June 2005 and between Tacoma-to-Seattle in September 2005, as well as the initial Everett-to-Seattle service in December 2003, which was provided at no cost until February, 2004.

ST Express bus passenger revenue decreased by \$0.5 million or 3.6% from 2005 and increased by \$2.5 million or 22.7% in 2005 over 2004. Ridership for the same period increased by 862 thousand boardings or 9.8% in 2006 and 422 thousand boardings or 5.0% in 2005. The decline in revenues earned in 2006 while boardings increased is due to the change in the agency's methodology used to calculate the AFB by mode, which decreased by \$0.18. Given the large ridership base on this service, increased ridership was not sufficient to offset the lower AFB in 2006. The AFB on ST Express was \$1.34 in 2006, \$1.52 in 2005 and \$1.30 in 2004. In 2005 ST Express fare prices were increased by \$0.25, effective in June of that year.

Ridership on ST Express throughout the system was favorably impacted both in 2006 and 2005 by the impact of rising cost of fuel and increased congestion in the region, which has made public transportation a more attractive alternative. In addition, a service route was added between the new Federal Way Transit Center and downtown Seattle, beginning in February 2006. In 2006 and 2005 service hours increased by approximately 3.0%.

Service on Tacoma Link, a free fare service, was at essentially the same level as in 2005. The first full year of service for Tacoma Link was in 2004.

Ridership numbers by year and mode of transportation are as follows:

Ridership

	(in thousands)	% Increase				
		2006	2005	2004	2006-2005	2005-2004
Sounder	1,693.0	1,268.0	955.3	33.5	32.7	
Link	885.6	884.9	794.6	0.1	11.4	
ST Express	9,677.6	8,815.8	8,394.3	9.8	5.0	
	12,256.2	10,968.7	10,144.2	11.7	8.1	

Other Operating Revenues

Other operating revenues consist of vehicle advertising, rental of equipment and facilities and other miscellaneous revenue. Other revenues of \$3.4 million were comparable to 2005 and 2004.

OPERATING EXPENSES

Operating expenses are comprised of operations and maintenance costs, general and administrative expenses and depreciation.

Operations and Maintenance

Operations and maintenance, which increased in 2006 by \$8.0 million or 9.9% from 2005 and by \$10.2 million or 14.4% between 2005 and 2004, includes costs associated with the operation of the Sounder commuter rail, Link light rail in Tacoma and ST Express bus services. Major expense categories are services, materials, supplies, utilities, insurance, taxes, purchased transportation, allocated overhead from staff divisions and operating leases and rentals. Purchased transportation represents amounts paid to BNSF, Community Transit, King County Department of Transportation and Pierce Transit who operate Sound Transit's commuter rail and express bus service, accounting for 69% of this category (68% in 2005 and 70% in 2004). Services are the next largest expenditure in this category and include the Sounder vehicle maintenance contracted to Amtrak and various contracts for facilities maintenance at Sound Transit-owned facilities.

Operations and maintenance costs by mode are as follows:

Operations and Maintenance

(in millions)	% Increase				
	2006	2005	2004	2006-2005	2005-2004
Sounder	\$ 22.7	\$ 21.1	\$ 15.9	7.8	32.1
Link	2.9	2.8	2.6	3.4	6.0
ST Express	63.5	57.2	52.4	11.0	9.3
Total	\$ 89.1	\$ 81.1	\$ 70.9	9.9	14.4

Sounder's costs increased in 2006 by \$1.6 million or 7.8%, while in 2005 costs increased by \$5.2 million or 32.1%. These cost increases reflect additional train service with a second round-trip service added on the North Line in June 2005 and a fourth round-trip service on the South

Line in September 2005. Also impacting the increase from 2004 to 2005, the hourly rate for service paid to purchased transportation providers for the second round-trip added in the North was double the rate that was paid for the first round-trip. This increased service contributed to ridership increases of 33.5% and 32.7% in 2006 and 2005 respectively. Another factor in cost increases in 2006 was a spike in fuel costs, with per gallon increases of more than 27% over rates in 2005.

Link costs for operating the free fare Tacoma light rail service remain relatively constant, only increasing by \$0.1 million in 2006 or 3.4% and by \$0.2 million or 6.0% in 2005. Ridership increased by 0.1% and 11.4% for those same periods.

ST Express costs increased in 2006 by \$6.3 million or 11.0% while in 2005 costs increased by \$4.8 million or 9.3%. Major service additions in 2006 on ST Express included the new Route 577 between Federal Way and Seattle. Major service improvement initiated in 2004 between East Redmond and Seattle and along the SR-167 corridor resulted in a continued increase in 2005 of overall service hours provided of 3.1%. Finally, increases in fuel costs contributed to increased costs in both years.

General and Administrative

General and administrative expenses are comprised of Agency staff and administrative costs not allocated to operations and maintenance or to capital projects. Major expense categories include wages, benefits, services, materials, supplies, utilities, insurance, taxes, miscellaneous, lease and rental expenses. In 2006, net general and administrative expenses increased by \$1.8 million or 10.7% and in 2005 by \$1.4 million or 8.8%.

General and Administrative

(in millions)	% Increase				
	2006	2005	2004	2006-2005	2005-2004
Total General and Administrative cost before allocations	\$ 46.0	\$ 46.2	\$ 45.0	(0.5)	2.8
Allocations to Operations	(6.5)	(5.9)	(5.4)	10.5	8.9
Allocations to Capital Projects	(23.4)	(24.2)	(24.6)	(3.3)	(1.6)
Project overhead written off	2.4	0.6	0.3	296.0	81.0
Net General and Administrative	18.5	16.7	15.3	10.7	8.8

Before allocation to capital projects and operations, total agency staff and administrative costs for 2006 were comparable to 2005. In 2005, general and administrative costs before allocations increased from 2004 by \$1.2 million or 2.8%, primarily in the area of salaries and advertising as vacant positions from 2004 were filled and advertising efforts were increased to promote public transportation.

General and administrative costs allocated to capital projects and transit operations include staff-related costs of those divisions and an allocation of agency overhead based on activity drivers and relative level of effort. Total general and administrative costs allocated to capital projects and transportation services have remained relatively constant and were \$29.9 million in 2006, \$30.1 million in 2005 and \$30.0 million in 2004. Over time, the relative proportion of overhead allocated to transportation services has increased slightly each year, and decreased for capital projects, as service increases and capital program activity for commuter rail and express bus service approaches completion for Phase 1.

As projects approach completion, allocated overhead costs are reviewed, and any excess costs are written off.

In 2006, \$2.4 million in overhead costs with no continuing value were written off, primarily related to postponement of construction of the Tukwila Sounder Station project. In 2005, \$0.6 million of costs were written off and \$0.3 million in 2004.

Depreciation

Depreciation expense decreased in 2006 by \$1.0 million or 2.9% from 2005 (\$11.4 million or 49.5% in 2005 from 2004). The reduction is largely due to certain assets that are continuing to be left in service for a few additional years.

Non-Operating Revenues (Expenses)

Non-operating revenues (expenses) are substantially comprised of tax revenues, investment income and certain expenses not related to operation of the agency's three modes of operations. Net non-operating revenues increased in 2006 by \$38.7 million or 12.4% from 2005, with non-operating revenues increasing by \$34.7 million or 10.4% and non-operating expenses decreasing by \$4.0 million or 17.5%, as presented in the following table:

Non-operating Revenues and Expenses

(in millions)	2006	2005	2004	2006-2005	2005-2004	% Increase
Non-operating revenues						
Non-operating revenues						
Sales tax	\$ 259.2	\$ 239.8	\$ 219.0	8.1	9.5	
Motor vehicle excise tax	70.2	66.3	64.7	5.9	2.5	
Rental car tax	2.4	2.2	2.2	8.1	3.7	
Investment income	37.3	26.1	10.6	42.9	145.5	
Other revenues	0.0	0.0	0.0	-	-	
Total	\$ 369.1	\$ 334.4	\$ 296.5	10.4	12.8	
Non-operating Expenses						
Non-operating expense	12.4	15.8	15.2	(21.7)	3.8	
Interest expense	0.4	0.2	0.1	186.2	105.2	
Discontinued/impaired projects	5.9	6.3	0.2	(6.1)	3,164.5	
Loss on change in interlocal	-	-	4.6	-	(100.0)	
Loss on disposal of assets	-	0.4	0.9	(100.0)	(61.6)	
Total	18.7	22.7	21.0	(17.5)	8.3	
Non-operating Revenues and Expenses						
	350.4	311.7	275.5	12.4	13.2	

The most significant impact on non-operating revenues has been stronger tax revenues that improved by \$23.5 million over the prior year and \$22.4 million in 2005 over 2004. This performance reflects the continued strengthening of the regional economy from prior years. In addition, investment earnings increased by \$11.2 million in 2006 and \$15.5 million in 2005 as rising interest rates peaked toward the end of 2005, together with higher average investment balances in 2005 and a more favorable impact of measuring the agency's investments at fair market, as required under generally accepted accounting principles, than in 2005.

Other non-operating expenses include supplemental mitigation in the Rainier Valley, Phase II planning, costs not eligible to be capitalized, fare integration subsidies to other transit agencies, discontinued and impaired project costs and losses not related to operations. In 2006, there were fewer Phase II planning costs than anticipated due to the delay in the ballot measure for the next phase of the agency's capital plan which was postponed to 2007. Also, fare integration payments have been significantly reduced under the amended agreement for regional pass products.

Capital Contributions

Net capital contributions decreased in 2006 by \$14.8 million from 2005 and increased in 2005 by \$89.3 million from 2004. Capital contributions include federal grant funding, state and local contributions to Sound Transit, as well as contributions from Sound Transit to state and local governments pursuant to capital improvement or funding agreements. The following table summarizes capital contributions by major category:

Capital Contributions

(in millions)	2006	2005	2004	2006-2005	% Increase	2005-2004
Federal	\$ 130.5	\$ 135.4	\$ 68.9	(3.6)	96.4	
State and local governments	14.1	7.1	27.6	98.5	(74.3)	
To other governments	(72.8)	(55.9)	(99.1)	30.2	(43.6)	
Total	\$ 71.8	\$ 86.6	\$ (2.6)	(17.1)	(3,484.0)	

Federal contributions for 2006 remained strong, but decreased by \$4.9 million from 2005. Grant funding reimbursements for the Central Link project increased by \$14.4 million and ST Express project reimbursements also increased by \$8.8 million; however, Sounder project and agency operations and planning reimbursements decreased by \$20.8 million and \$7.3 million, respectively. In 2005 there was \$24.4 million in grant funding for the Everett-to-Seattle Corridor projects and \$6.8 million of grant funding related to the procurement of hybrid buses. Federal contributions increased by \$66.6 million in 2005 from 2004 reflecting increased grant reimbursements for the Central Link project which went into full construction in 2005, as well as the Sounder reimbursement for cost incurred in the Everett-to-Seattle corridor and hybrid buses. Central Link reimbursements represent 69.2 % of federal funds earned in 2006, 56.0% in 2005 and 67.7% in 2004. The Central Link grant reimbursements are pursuant to a \$500 million full funding grant agreement for which annual appropriations are designated within the federal budget. To date spending on the project is sufficient that the agency can fully draw down each year.

State and local government contributions increased by \$7.0 million in 2006 from 2005 and decreased by \$20.5 million in 2005 from 2004. In 2006 contributions included \$8.8 million from the Port of Tacoma and the City of Tacoma related to the D Street to M Street project, \$1.0 from the City of Issaquah for the Issaquah Transit Center project and \$3.2 million in State Land Bank contributions. In 2005 state and local contributions included \$2.0 million from King County Metro for the Kent Station garage and \$4.8 million in acquisitions through the Land Bank with the State of Washington. In 2004 contributions from the state under the Land Bank Agreement were \$26.7 million, substantially for the North light rail alignment.

Sound Transit contributions to other governments increased by \$16.9 million from 2005. In 2006 project funding provided or projects completed for other governments included: Federal Way HOV Access/317th; Eastgate Transit Access/142; and Sammamish Park and Ride/228th SE. In 2005 funding provided and projects completed and transferred to other governments included: the Ash Way Transit Access/164th St SW; the SR900 Park-and-Ride Arterial Improvements; and the Issaquah Highlands Park and Ride. The \$43.2 million decrease in contributions to other governments in 2005 from 2004 relates to the completion of two very significant projects in 2004, Bellevue and Lynnwood HOV. As contributions are dependent upon the timing and scope of project activities there may be significant fluctuations from year to year.

CAPITAL ASSETS

At December 31, 2006, Sound Transit had invested \$2.9 billion in capital assets, net of accumulated depreciation, which included \$700.5 million of depreciable assets in service (\$656.4 million in 2005 and \$598.4 million in 2004). This represents a net increase in depreciable assets of \$44.1 million, or 6.7%, over 2005 (\$58.0 million or 9.7% in 2005 over 2004).

Land increased by \$21.8 million in 2006 from 2005, which included transfers or purchases of \$17.8 million for Sounder stations, \$6.1 million in properties along the Central Link segment less \$1.3 million classified to land held for resale for transit-oriented development and the capitalization of \$0.9 million in costs related to the Federal Way Transit Center

Table A-3
Sound Transit Capital Assets (net of depreciation)

(in millions)	As of December 31,			% Change	
	2006	2005	2004	2006-2005	2005-2004
Land	\$ 290.9	\$ 269.1	\$ 247.1	8.1	8.9
Permanent easements	216.7	161.0	158.1	34.6	1.8
Capital projects in progress					
Sound Transit	1,558.5	1,071.1	690.3	45.5	55.2
Other governments	103.8	119.9	79.7	(13.4)	50.4
Total Non-Depreciable Assets	2,169.9	1,621.1	1,175.2	33.9	37.9
Buildings, transit facilities & rail	236.2	206.9	209.3	14.1	(1.1)
Rail access rights	288.9	262.6	198.5	10.0	32.3
Revenue vehicles	172.1	182.8	186.5	(5.9)	(1.9)
Equipment, vehicles & other	3.3	4.1	4.1	(19.6)	(0.5)
Total Depreciable Assets	700.5	656.4	598.4	6.7	9.7
Total Net Capital Assets	\$ 2,870.4	\$ 2,277.5	\$ 1,773.6	26.0	28.4

project. These transfers were pursuant to agreements entered into with the City and a property boundary adjustment, respectively. The significant additions for Sounder include a transfer from capital projects in progress of the balance of the cost of the Nisqually to Lakewood South Line and land for the South Tacoma Station. In 2005, land increased by \$22.0 million from 2004, which included \$6.5 million in acquisitions for the Central Link segment, \$13.7 million for Sounder and \$3.6 million for ST Express for Tukwila and Lakewood commuter stations and the Mercer Island Park & Ride and Issaquah Transit Center.

Permanent easements increased by \$55.7 million in 2006 and included the acquisition of the third easement from BNSF in the Everett-to-Seattle corridor for \$50.0 million and a permanent easement from the Port of Seattle for the Airport Link project for \$5.7 million. In 2005, permanent easements of \$2.9 million were acquired and related to easements acquired from the University of Washington for the Central Link light rail line and from the City of Everett for Everett Station.

Activity on capital projects in progress is summarized in the following table:

Buildings, transit facilities, and rail increased by \$29.3 million from 2005. Assets capitalized during the year include the Federal Way Transit Center and the Sammamish Park and Ride. In 2005, buildings and transit facilities decreased by \$2.4 million, reflecting depreciation charges in excess of additions. Additions in 2005 included the temporary Sounder platform at Tukwila Station, as well as asset retirement costs for the Sounder stations in South King County and Pierce County.

Rail access rights increased by \$26.3 million from 2005 which increased by \$64.1 million from 2004. Rail access costs reflect the cost of acquiring rights from BNSF for the Tacoma-to-Seattle and Everett-to-Seattle segments. In the Tacoma-to-Seattle corridor, these rights are acquired in an amount equal to the funding of necessary track and signal improvements on the line. In addition, these costs include Sound Transit's direct and indirect costs related to the planning and design, environmental management and permitting. As the agency is utilizing the rail, these costs are capitalized as charges are incurred.

Revenue vehicles decreased by \$10.7 million and equipment, vehicles and other decreased by \$0.8 million. Both categories

Table A-4
Major capital project activities from 2006 and 2005:

	Sounder	Link	ST Express
2006	<ul style="list-style-type: none"> • Track and signal projects on Everett to Seattle; Seattle to Auburn; Auburn to Tacoma; and D street to M Street 	<ul style="list-style-type: none"> • Central Line (CPS to 126th; Downtown & Beacon Hill tunnels; Martin Luther King Way; 126th to 154th) • Tukwila Alignment • Airport Link (154th to 160th; and 160th to 170th) • North Link (UW to Brooklyn) • Beacon Hill & McClellan Stations • E3 Busway • Traction Power System • Operations and Maintenance Base • Light Rail Vehicles 	<ul style="list-style-type: none"> • Totem Lake Freeway Station • Eastgate Transit Access • Issaquah Transit Center • Mercer Island Park and Ride.
2005	<ul style="list-style-type: none"> • Track and signal projects on all segments • Lakewood Right of Way • Lakewood Station • Reservation to Freighthouse Square 	<ul style="list-style-type: none"> • Central Line (45th to CPS; CPS to 154th; Downtown & Beacon Hill tunnels; Martin Luther King Way; 154th to 200th) • Tukwila Alignment • Beacon Hill & McClellan Stations • E-3 Busway • Traction Power System • Operations and Maintenance Base • Light Rail Vehicles 	<ul style="list-style-type: none"> • Federal Way Transit Center • HOV Access (Federal Way; and Eastgate) • Totem Lake Freeway Station • Issaquah Highlands Park & Ride

reflect depreciation charges in excess of additions. In 2005, revenue vehicles decreased by \$3.7 million from 2004, also reflecting depreciation charges in excess of additions. There was no significant fleet addition in 2006. Equipment, vehicles and other includes office furniture and equipment, as well as administrative vehicles.

More detailed information about Sound Transit's capital assets is presented in Note 5 to the Financial Statements.

LONG-TERM DEBT

In March, 2005, the agency issued sales tax bonds with a par value of \$422.8 million at a net premium of \$20.8 million for net proceeds before bond issue costs of \$443.6 million. Total bond issue costs were \$4.1 million. The agency also has outstanding sales and motor vehicle excise tax bonds issued in 1999, with a par value of \$345.7 million, for a total par value issued and outstanding at December 31, 2006, of \$768.5 million (\$772.8 million in 2005). Sound Transit made its first principal payment in 2006 for the 1999 Bonds in the amount of \$4.3 million. The 1999 Bonds have been rated as Aa3 by Moody's Investor Services, Inc. and AAA by Standard & Poor's (upgraded from AA in 2006) and the 2005 Bonds Aa3 and AA+ (upgraded from AA- in 2006), respectively.

Under state law, issuance of bonds payable from any type of taxes is subject to statutory debt limitations. Sound Transit is currently authorized to incur debt in an amount equal to 1-1/2 percent of the value of taxable property within the service area, without securing voter approval for bonds. With the approval of 60 percent of the region's voters, Sound Transit may incur aggregate indebtedness of up to 5 percent of the value of taxable property within the service area. Based on the 2005 assessed valuations for collection of 2006 taxes, Sound Transit's non-voter approved remaining debt capacity is \$4.2 billion and its voter approved remaining debt capacity is \$15.8 billion.

ECONOMIC CONDITIONS

Sound Transit has experienced, and will continue to be exposed to the risks of, price increases in labor and key construction commodities. A number of key inputs for capital project construction have seen significant price increases over the past three years. Overall, materials and components for construction have risen an average of 4.4% per year from 1970-2006, but almost twice that level at 7.5% per year from 2003-2006. Factors most frequently cited for these price increases include strong worldwide economic growth, particularly in China and India, secondary impacts of rising oil prices on other commodities, relatively low U.S. dollar, low or disrupted supplies, and lack of adequate worldwide shipping. In addition, the high level of construction activity in the Puget Sound region has also reduced the supply of construction labor as well as the availability of construction firms to submit bids for public construction contracts. These price and supply pressures significantly impacted Sound Transit construction bids in 2006, with several key projects coming over initial engineering estimates. In particular, the agency received only a single bid, significantly over the engineer's estimate, for the Airport Station for Link Light rail. The agency will continue to be subject to these market forces in the years ahead.



KPMG LLP
Suite 900
801 Second Avenue
Seattle, WA 98104

Independent Auditors' Report

Audit and Reporting Subcommittee of the Board
Central Puget Sound Regional Transit Authority:

We have audited the accompanying basic financial statements of Central Puget Sound Regional Transit Authority (a public corporation acting under the service name of Sound Transit), as of and for the years ended December 31, 2006 and 2005, as listed in the table of contents. These financial statements are the responsibility of Sound Transit's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Sound Transit's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sound Transit as of December 31, 2006 and 2005, and its changes in financial position and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our reports dated June 15, 2007, on our consideration of the Sound Transit's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of those reports is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. Those reports are an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in assessing the results of our audits.

The Management's Discussion and Analysis on pages 23 through 34 is not a required part of the financial statements, but is supplementary information required by U.S. generally accepted accounting principles. We have applied certain limited procedures, which consisted principally of inquiries of management

regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit this information and express no opinion on it.

KPMG LLP

June 15, 2007

Balance Sheets

	December 31	
(in thousands)	2006	2005
ASSETS		
Current Assets		
Cash and cash equivalents (Note 3)	\$ 215,768	\$ 116,466
Restricted assets (Note 3)	7,919	8,817
Investments (Note 3)	280,095	455,856
Taxes and other receivables (Notes 4 and 7)	79,231	97,344
Other	12,055	9,820
Total Current Assets	595,068	688,303
Non-Current Assets		
Capital assets, net of accumulated depreciation (Note 5)	2,870,397	2,277,570
Restricted assets (Note 3)	134,190	326,463
Investment held to pay capital lease obligation (Note 6)	59,925	59,083
Long-term receivables (Note 7)	36	4,577
Unamortized bond issuance costs	6,015	6,446
Prepaid expense and deposits	1,910	4,771
Total Non-Current Assets	3,072,473	2,678,910
Total Assets	\$ 3,667,541	\$ 3,367,213
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (Note 8)	\$ 100,544	\$ 121,841
Deferred receipts	3,594	3,471
Interest payable from restricted assets	10,511	10,582
Current portion, long-term debt (Note 9)	10,246	10,116
Current portion, capital lease obligation (Note 6)	191	177
Other	48,310	19,380
Total Current Liabilities	173,396	165,567
Non-Current Liabilities		
Long-term debt (Note 9)	779,828	791,198
Capital lease obligations (Note 6)	60,270	59,588
Other long-term obligations (Note 10)	6,767	6,138
Total Non-Current Liabilities	846,865	856,924
Total Liabilities	1,020,261	1,022,491
Commitments and Contingencies (Notes 6, 10, 12, 13)		
Net Assets		
Invested in capital assets, net of related debt	2,085,802	1,674,918
Restricted for contractual arrangements and other (Note 11)	131,599	131,799
Unrestricted	429,879	538,005
Total Net Assets	2,647,280	2,344,722
Total Liabilities and Net Assets	\$ 3,667,541	\$ 3,367,213

See Notes to Financial Statements.

Statements of Revenues, Expenses and Changes in Net Assets

	December 31	
(in thousands)	2006	2005
Operating Revenues		
Passenger fares	\$ 18,052	\$ 16,483
Other operating revenue	3,431	3,376
Total Operating Revenues	21,483	19,859
Operating Expenses		
Operations and maintenance	89,134	81,103
General and administrative	18,471	16,690
Loss on disposal of assets	3	8
Depreciation, amortization and accretion	33,486	34,477
Total Operating Expenses	141,094	132,278
Loss from Operations	(119,611)	(112,419)
Non-Operating Revenues (Expenses)		
Sales tax	259,164	239,785
Motor vehicle excise tax	70,202	66,308
Rental car tax	2,427	2,245
Investment income	37,277	26,090
Other revenues	62	5
Non-operating expenses	(12,358)	(15,789)
Interest expense	(436)	(252)
Discontinued and impaired projects	(5,944)	(6,330)
Loss on disposal of assets	-	(353)
Total Non-Operating Revenues, Net	350,394	311,709
Income Before Capital Contributions	230,783	199,290
Capital contributions to other governments	(72,750)	(55,888)
Federal capital contributions	130,445	135,393
Other capital contributions	14,080	7,092
Net Capital Contributions	71,775	86,597
Change in Net Assets Before Cumulative Effect Adjustment	302,558	285,887
Cumulative effect of accretion expense (Note 10)	-	211
Change in Net Assets	302,558	285,676
Total Net Assets, Beginning of Year	2,344,722	2,059,046
Total Net Assets, End of Year	\$ 2,647,280	\$ 2,344,722

See Notes to Financial Statements.

Statements of Cash Flows

	December 31	
(in thousands)	2006	2005
Cash Flows from Operating Activities		
Cash receipts from fares	\$ 24,969	\$ 12,538
Cash receipts from other operating revenue	3,328	3,709
Payments to suppliers	(25,446)	(14,487)
Payments to transportation service providers	(57,679)	(51,098)
Payments to employees for wages and benefits	(23,002)	(21,744)
Net Cash Used by Operating Activities	(77,830)	(71,082)
Cash Flows from Non-Capital Financing Activities		
Taxes received	328,959	303,825
Net Cash Provided by Non-Capital Financing Activities	328,959	303,825
Cash Flows from Capital and Related Financing Activities		
Capital contributions from grants	163,424	136,188
Proceeds on issuance of bonds	-	439,977
Proceeds from insurance settlement	-	5,550
Purchase of properties, vehicles and equipment	(923)	(8,726)
Payments in respect of capital projects in progress	(651,701)	(483,154)
Payments to employees capitalized to capital projects in progress	(11,335)	(11,854)
Payments for bond principal and promissory notes	(10,270)	-
Cash paid for interest	(37,690)	(29,262)
Payments to suppliers for non-operating expenses	(12,358)	(15,789)
Payments for betterments and recoverable cost, net of repayments	2,643	(5,755)
Other	68	(460)
Net Cash (Used) Provided by Capital and Related Financing Activities	(558,142)	26,715
Cash Flows from Investing Activities		
Purchases of investments	(322,461)	(578,998)
Proceeds from sales or maturities of investments	673,772	267,413
Investment income	31,354	24,629
Net Cash Provided (Used) by Investing Activities	382,665	(286,956)
Net Increase (Decrease) in Cash and Cash Equivalents	75,652	(27,498)
Cash and Cash Equivalents		
Beginning of year	228,975	256,473
End of Year	\$ 304,627	\$ 228,975
Cash and Cash Equivalents (Note 3)		
Unrestricted	\$ 215,768	\$ 116,466
Current restricted	2,665	2,445
Non-current restricted	86,194	110,064
\$ 304,627	\$ 228,975	

See Notes to Financial Statements.

Statements of Cash Flows, continued

	December 31	
(in thousands)	2006	2005
Loss from Operations	\$ (119,611)	\$ (112,419)
Adjustments to Reconcile Loss from Operations to Net Cash Used by Operating Activities		
Depreciation amortization and accretion	33,486	34,477
Loss on disposal of capital assets	3	8
Changes in Operating Assets and Liabilities		
Decrease in accounts receivable	43	38
Decrease (increase) in due from other governments	661	(1,471)
Increase in materials, parts and supplies	(85)	(28)
Decrease (increase) in prepaid expenses	50	(148)
(Decrease) increase in accounts payable, accrued and other liabilities	(2,817)	5,481
(Decrease) increase in salaries, wages and benefits	(192)	329
Increase (decrease) in deferred fare pass revenue	1,872	(1,223)
Increase in due to other governments	7,642	3,447
Decrease in loss fund	1,118	427
Net Cash Used by Operating Activities	\$ (77,830)	\$ (71,082)

	December 31	
(in thousands)	2006	2005
Supplemental Disclosures of Non-Cash Operating, Investing and Financing Activities		
Capital contributions to other governments	\$ (72,750)	\$ (55,888)
Capital contributions from Land Bank	3,275	4,750
Exchange of land or easements with other governments	-	1,696
Capital asset acquisitions in accounts payable and accrued liabilities	116,271	113,187
Promissory note taken back on acquisition of land	-	5,437
Interest income from investments held to pay capital leases, net	842	1,227
Interest expense on capital leases, net	(842)	(1,227)
Increase (decrease) in fair value of investments	3,005	1,830

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2006 AND 2005

1. ORGANIZATION AND REPORTING ENTITY

As provided under the Revised Code of Washington ("RCW") Chapter 81.112 applicable to a regional transit authority, the Central Puget Sound Regional Transit Authority, a public corporation acting under the service name of Sound Transit, was established in 1993. Sound Transit was formed to implement a high-capacity transportation system throughout parts of King, Pierce, and Snohomish counties in the State of Washington through the design, construction, and implementation of a commuter rail ("Sounder"), light rail ("Link") and regional express bus system ("ST Express").

Reporting Entity—Sound Transit is a special purpose government supported primarily through sales tax, motor vehicle excise tax and rental car tax in Sound Transit's operating jurisdiction. In addition Sound Transit receives capital funding from federal and state agencies.

Sound Transit is governed by an 18-member board, seventeen of whom are appointed by the respective member county executives and confirmed by the council of each member county. Membership is based on the population from the portion of each county that lies within Sound Transit's service area. Representation on the board shall include an elected official representing the largest city in each county and ensures proportional representation from other cities and from unincorporated areas of each county. The final board position is held by the Secretary of Transportation, Washington State Department of Transportation.

Accounting principles generally accepted in the United States of America require that the reporting entity include the primary government, all organizations for which the primary government is financially accountable and other organizations that, by the nature and significance of their relationship with the primary government, would cause the financial statements to be incomplete or misleading if excluded. Based on these criteria, Sound Transit is considered a primary government and does not have any component unit relationships. Conversely, Sound Transit is not considered a component unit of any primary government.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summary of significant accounting policies is presented to assist the reader in interpreting the financial statements and should be considered an integral part of the financial statements.

Basis of Accounting—The accounts are maintained and financial statements prepared using the economic resources measurement focus and accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and methods prescribed by the State Auditor under the authority of RCW Chapter 43.09 for proprietary funds. The Governmental Accounting Standards Board ("GASB") is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. All applicable GASB pronouncements, as well as all Financial Accounting Standards Board ("FASB") statements and interpretations have been applied, except for those FASB statements and interpretations that contradict GASB pronouncements.

Tax revenues include taxes on retail sales of goods and services, rental car revenue and a motor vehicle excise tax. These taxes are levied within the district at a rate of 0.4% for sales and use, 0.8% on rental car revenue and 0.3% for motor vehicle excise. These taxes are collected on Sound Transit's behalf by the Department of Revenue and the Department of Licensing of the State of Washington and are recorded in the period when the underlying transaction occurs on which the tax is imposed.

Operating revenues consist primarily of passenger fares, which are recognized in the period in which services are provided and are earned, and expenses are recognized in the period in which they are incurred. All assets and liabilities associated with the operation of Sound Transit are included in the Balance Sheets. Depreciation of capital assets and amortization of deferred revenue is recognized in the Statements of Revenues, Expenses and Changes in Net Assets.

Capital Assets—Capital assets are stated at cost, except for donated capital assets which are stated at the fair value on the date of donation. Expenditures for additions and improvements with a value in excess of \$5,000 and a useful life of more than one year are capitalized. Expenditures for maintenance, repairs and minor improvements are charged to operations as incurred. Upon disposal of capital assets, the accounts are relieved of the related costs and accumulated depreciation and the resulting gains or losses are reflected in the Statements of Revenues, Expenses and Changes in Net Assets. Depreciation of capital assets is recorded using the straight-line method over the estimated useful lives of the assets and leasehold improvements over

the shorter of the life of the asset or length of the related agreement as follows:

	Estimated Useful Life
Rail access rights	37 years
Buildings	8–30 years
Transit facilities, rail, and equipment	7–30 years
Park-and-ride lots and shelters	10 years
Revenue vehicles—Cab cars and coach cars	40 years
Revenue vehicles—Locomotives	29 years
Revenue vehicles—Light rail	25 years
Revenue vehicles—Buses	7–12 years
Furniture and equipment	3–7 years
Administrative vehicles and leasehold improvements	5 years

On an annual basis, Sound Transit evaluates whether events or circumstances have occurred affecting capital assets that are other than temporary in nature and which could result in an impairment of those assets. Impairment is considered to have occurred if there is a decline in the service utility that is large in magnitude and the event or circumstance is outside the normal life cycle of the asset. Impairment losses on assets that will no longer be used are reported at the lower of carrying value or fair value. Impairment losses on assets that will continue to be used are measured using the best method that reflects the diminished service utility of the related asset.

All costs directly attributable to capital projects, as well as certain indirect costs that are allocated to the projects based on various applicable factors supporting the overhead rates used, are capitalized. Capital projects in progress balances include costs incurred for transportation projects not yet in service and are segregated between assets in which Sound Transit maintains a continuing ownership interest and capital assets that will be transferred to other governments upon completion.

Rail access costs reflect the cost of acquiring rights from BNSF for the Tacoma-to-Seattle and Everett-to-Seattle segments. In the Tacoma-to-Seattle corridor these rights were acquired in an amount equal to the funding of necessary track and signal improvements on the line and in the Everett-to-Seattle corridor through the direct acquisition of easements. In addition, these costs include Sound Transit's direct and indirect costs related to the planning and design, environmental management and permitting. The rail access rights for additional round trip service are acquired

incrementally, as certain requirements are met under their respective agreements, and accordingly ongoing costs are capitalized to the depreciable asset on a quarterly basis.

Interest costs on funds borrowed through tax-exempt debt to finance the construction or acquisition of certain capital assets are capitalized during the period of construction or acquisition and are depreciated over the life of the related assets once placed into service.

Capital Contributions to Other Governments—Pursuant to capital improvement agreements, Sound Transit has provided funding to or constructed assets for various governments or their wholly-owned subsidiaries for transit-related capital improvements. For assets constructed for other governments, these costs are capitalized and included in capital projects in progress until the asset is substantially completed and accepted, at which time it is charged to contributions to other governments.

Cash and Cash Equivalents—Cash and cash equivalents consist of cash on hand, demand deposits and short-term investments with maturities of three months or less when purchased, money market funds, investments in the Local Government Investment Pool and the King County Investment Pool, which are managed by the Washington State Treasurer's Office and the King County Finance Division, respectively.

Compensated Absences—Vacation leave that has been earned but not paid has been accrued in the accompanying financial statements. Similarly, sick leave is accrued as the benefits are earned but only to the extent that Sound Transit will compensate the employees through cash payments conditional on the employee's termination, retirement or death. Vacation pay, which may be accumulated up to 50 days, is payable upon termination, retirement or death. Sick leave is payable at the rate of 50% upon resignation, retirement or death for employees hired before January 1, 2004, and 25% thereafter and is limited to 120 days for termination other than for retirement or death.

Environmental Reserves—Environmental liabilities are evaluated at the time of purchase of land and are factored into the purchase price. The estimated cost of remediation is accrued at the time of purchase and relieved as remediation costs are incurred or at the time of discovery. Revisions to those estimates are accounted for as a project cost or expensed depending on the nature of the remediation required.

Investment Valuation—Investments are stated at fair value based on quoted market prices, as available.

Operating and Contingency Fund—In accordance with Board policy, Sound Transit maintains a cash reserve based on two months of average annual operating expenses, to be used in the event of budget shortfalls. As this is an internally-restricted cash balance, this balance is included in cash and cash equivalents.

Parts, Materials and Supplies—Parts, materials and supplies are recorded as inventory at the lower of purchased cost or net realizable value. These assets are reviewed periodically for slow-moving and obsolete items, and any impairment in value is reflected as a charge to operations.

Restricted Assets—Restricted assets are assets restricted by the covenants of long-term financial arrangements. Restricted assets are used in accordance with their requirements, and where both restricted and unrestricted resources are available for use, restricted resources are used first and then unrestricted resources as they are needed.

Revenue and Expense Classification—Sound Transit distinguishes operating revenues and expenses from non-operating items in the preparation of its financial statements. Operating revenues and expenses generally result from providing passenger services in connection with Sound Transit's principal ongoing operations. The principal operating revenues are passenger fares. Sound Transit's operating expenses include labor, materials, services, claims, purchased transportation and other expenses related to the delivery of passenger transportation within the Central Puget Sound region. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Reclassifications—Certain reclassifications have been made to the 2005 Financial Statements to conform to the current year's presentation.

Subarea Accounting—Sound Transit allocates equity to each of the included jurisdictions in accordance with Sound Move and established policies. Presentation of such allocation is not a required disclosure under accounting principles generally accepted in the United States of America. Accordingly, a separate agreed upon procedures report and Schedule of Subarea Equity is issued.

Use of Estimates—The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that

affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. CASH, CASH EQUIVALENTS, INVESTMENTS AND RESTRICTED ASSETS

Sound Transit's bank deposits are covered by the Federal Deposit Insurance Corporation ("FDIC") or by collateral held in a multiple financial institution collateral pool administered by the Washington Public Deposit Protection Commission ("PDPC"). All deposits not covered by the FDIC are covered by the PDPC. Cash held in the Local Government Investment Pool and the King County Investment Pool are managed by the Washington State Treasurer's Office and the King County Finance Division, respectively. These pools represent an interest in a group of securities and have no specific security subject to custodial risk.

All surplus cash is invested in compliance with state law and in accordance with an investment policy approved by Sound Transit's Board and certified by the Municipal Treasurer's Association. Qualifying investments under this policy include obligations of the United States government, Treasury and Agency securities, bankers' acceptances, certificates of deposit, commercial paper and repurchase agreements. Sound Transit's investment policy addresses common deposit and investment risks as described below.

Interest Rate Risk—Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Sound Transit manages its exposure to fair value losses by matching its investments to cash flow requirements and by comparing the modified duration of fixed income securities in its investment portfolios to established benchmarks. Deviation from the established benchmark within 25% is considered acceptable. Modified duration estimates the sensitivity of a bond's price to interest rate changes. At December 31, 2006, benchmark duration for Sound Transit's unrestricted portfolio was 0.61 and its restricted portfolio was 0.47. Actual modified duration by investment type is presented in the table on the following page.

Concentration of Credit Risk—Concentration of credit risk is the risk associated with a lack of diversification or having too much invested in a few individual issues. The investment policy sets forth maximum concentration guidelines whereby no single Agency exceeds 50% of the overall portfolio, or 10% for certificates of deposit, bankers' acceptances, repurchase agreements, general obligation bonds and A1/P1 commercial paper. Treasury securities may comprise

up to 100% of the portfolio, as well as participation in the Washington State Treasurer's Local Government Investment Pool. Agency securities (combined) may comprise up to 75% of the portfolio. Participation in the King County Investment Pool is limited to 50% of the portfolio. The table on the following page provides the percentage invested in each type of investment as of December 31, 2006.

Credit Risk—Credit risk is the chance that an issuer will fail to pay principal or interest in a timely manner, or that negative perceptions of the issuer's ability to make these payments will cause the price of the investment to decline. All Agency securities in our portfolios are rated AAA, and the Certificate of Deposit is covered by the PDPC. The King County Investment Pool is rated AAAf. The Washington

State Treasurer's Local Government Investment Pool is a 2a7-like pool and is unrated.

Custodial Credit Risk—Custodial credit risk is the risk that, in the event of the failure of the counterparty, Sound Transit would not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. All investments purchased by Sound Transit are held and registered in Sound Transit's name in the Trust Department or safekeeping department of a financial institution, as established by a written third party safekeeping agreement between Sound Transit and the financial institution.

Cash, cash equivalents, investments and restricted assets are as follows (modified duration in years):

(in thousands)	2006			2005		
	Fair Value	Modified Duration	% of Portfolio	Fair Value	Modified Duration	% of Portfolio
Deposits and Investments						
US agency securities:						
Federal Farm Credit Bank	\$ 62,694	0.581	16.52%	\$ 59,626	0.833	8.45%
Federal Home Loan Bank	110,049	0.444	29.00%	222,913	0.815	31.60%
Federal Home Loan Mortgage Corporation (FHLMC)	80,192	0.527	21.13%	135,805	0.712	19.25%
Federal National Mortgage Association	10,079	0.213	2.66%	87,660	0.554	12.43%
US treasury securities	64,581	0.524	17.02%	165,198	0.634	23.42%
Certificate of deposit	8,000	1.100	2.11%	8,000	0.160	1.13%
Repurchase agreement	-	0.000	0.00%	250	0.000	0.04%
FDIC or PDPC insured bank deposits	43,890	0.000	11.57%	25,927	0.000	3.68%
	379,485	0.454	100.00%	705,379	0.684	100.0%
Cash and Cash Equivalents						
Investment Pools:						
King County Investment Pool	26,775	0.400		54,540	0.510	
Washington State Local Government Investment Pool	225,449			140,471		
US discount note: FHLMC	410	0.011		-		
Cash on hand	103			38		
	252,737			195,049		
Other Restricted Assets						
Deductible liability protection policy	5,254			6,372		
Interest receivable on restricted investments	496			802		
	5,750			7,174		
Total Cash, Cash Equivalents, Investments and other Restricted Assets	\$ 637,972			\$ 907,602		

(in thousands)	2006	2005
Balance Sheet Classifications		
Cash and cash equivalents	\$ 215,768	\$ 116,466
Current restricted assets:		
Cash equivalents	2,665	2,445
Deductible liability protection policy	5,254	6,372
	<u>7,919</u>	<u>8,817</u>
Investments	280,095	455,856
Non-current restricted assets:		
Cash Equivalents	86,194	110,064
Investments	47,500	215,596
Other assets	496	803
	<u>134,190</u>	<u>326,463</u>
	\$ 637,972	\$ 907,602

4. RECEIVABLES

Receivables consist of the following:

(in thousands)	2006	2005
Taxes receivable	\$ 54,149	\$ 51,315
Grants receivable	5,357	27,530
Accounts receivable, net	595	195
Due from Other Governments	15,614	13,728
Interest receivable	3,514	4,544
Current portion supplemental mitigation advances	2	32
	\$ 79,231	\$ 97,344

Amounts due from other governments include amounts due under the Puget Pass regional fare program, amounts reimbursable under interlocal agreements for operating expenses or capital contributions for transit facilities and

betterments. Payment terms are generally defined in the various agreements with other governments and range from 21 days to 60 days. Where payment terms are not defined by agreement, they are due in accordance with the terms specified in the invoice, which is generally 30 days.

5. CAPITAL ASSETS

Capital assets are summarized as follows:

(in thousands)	December 31, 2004	Additions	Transfer and Retirement	December 31, 2005	Transfers In and Additions	Transfer Out and Retirement	December 31, 2006
Non-Depreciable Assets							
Land	\$ 247,102	\$ 23,730	\$ (1,696)	\$ 269,136	\$ 23,910	\$ (2,170)	\$ 290,876
Permanent easements	158,098	2,869	-	160,967	55,718	-	216,685
Capital Projects in Progress							
Sound Transit	690,340	511,613	(130,827)	1,071,126	645,278	(157,842)	1,558,562
Other Governments	79,714	75,033	(34,895)	119,852	61,953	(78,027)	103,778
Total Non-Depreciable Assets	1,175,254	613,245	(167,418)	1,621,081	786,859	(238,039)	2,169,901
Depreciable Assets							
Transit facilities, rail and heavy equipment	213,428	10,379	-	223,807	41,838	-	265,645
Rail access rights	198,958	71,940	-	270,898	34,047	-	304,945
Buildings and leasehold improvements	22,899	300	(31)	23,168	-	-	23,168
Revenue vehicles	222,986	8,153	-	231,139	578	-	231,717
Furniture, equipment and vehicles	12,790	1,654	(469)	13,975	895	(23)	14,847
Equipment under capital lease	957	205	(299)	863	38	-	901
Total Depreciable Assets	672,018	92,631	(799)	763,850	77,396	(23)	841,223
Accumulated Depreciation							
Transit facilities and heavy equipment	(22,200)	(12,044)	-	(34,244)	(11,764)	-	(46,008)
Rail access rights	(456)	(7,826)	-	(8,282)	(7,765)	-	(16,047)
Buildings and leasehold improvements	(4,876)	(928)	19	(5,785)	(770)	-	(6,555)
Revenue vehicles	(36,521)	(11,788)	-	(48,309)	(11,356)	-	(59,665)
Furniture, equipment and vehicles	(9,374)	(1,594)	418	(10,550)	(1,533)	20	(12,063)
Equipment under capital lease	(254)	(202)	265	(191)	(198)	-	(389)
Total Accumulated Depreciation	(73,681)	(34,382)	702	(107,361)	(33,386)	20	(140,727)
Depreciable Assets, Net	598,337	58,249	(97)	656,489	44,010	(3)	700,496
Total Capital Assets, Net	\$ 1,773,591	\$ 671,494	\$ (167,515)	\$ 2,277,570	\$ 830,869	\$ (238,042)	\$ 2,870,397

During 2006, Sound Transit relieved \$235.9 million of costs from capital projects in progress of which \$72.8 million relate to completed projects and payments to other governments pursuant to capital related governmental agreements. Completed projects included Federal Way HOV Access/317th, Eastgate Transit Access/142nd, Sammamish Park & Ride/228th SE and contributions to other governments for projects not constructed by Sound Transit included SR522 HOV Enhancements, Kirkland Transit Enhancements and to the City of Federal Way for transit-oriented development. The costs of these completed projects are included in

contributions to other governments in the Statement of Revenues, Expenses and Changes in Net Assets.

During 2005, Sound Transit relieved \$165.7 million of costs from capital projects in progress of which \$55.9 million relate to completed projects and payments to other governments pursuant to capital related governmental agreements. Completed projects and payments included Ash Way Transit Access/164th SW, SR900 Park & Ride Arterial improvements, Issaquah Highlands Park & Ride, City of Everett contribution – Everett Station, Redondo Heights Park & Ride/SR99, Smart Card partner agency contributions

and Woodinville Arterial enhancements. The costs of these completed projects are included in contributions to other governments in the Statements of Revenues, Expenses and Changes in Net Assets.

During 2006, Sound Transit capitalized \$36.6 million of interest costs, (\$32.0 million in 2005), representing all of the interest, net of premium, discounts and bond issue costs, incurred on its bonds outstanding (see Note 9).

6. CAPITAL AND OPERATING LEASES

Capital leases are comprised of the following:

(in thousands)	2006	2005
Lease/leaseback	\$ 59,925	\$ 59,083
Copier leases	536	682
	<u>60,461</u>	<u>59,765</u>
Less current portion	(191)	(177)
	<u>\$ 60,270</u>	<u>\$ 59,588</u>

Lease/Leaseback—On May 31, 2001, Sound Transit entered into a transaction to lease 22 rail passenger cab and coach cars and 5 locomotives (the “headlease”) to an investor and simultaneously subleased the vehicles back (the “sublease”). Under these transactions, Sound Transit maintains the right to continued use and control of the assets through the end of the leases and is required to insure and maintain the assets. The headlease and sublease have been recorded as capital leases for accounting purposes.

The vehicles had a fair market value of \$61.3 million with a book value of \$37.7 million at closing. Sound Transit received a prepayment equivalent to the net present value of the headlease obligations totaling \$61.3 million. From those proceeds, \$50.4 million was deposited with AIG-FP Special Finance Ltd. to partially meet Sound Transit’s obligations under the sublease payments. In addition, \$5.7 million was deposited with AIG Matched Funding Corp. and invested in securities issued or guaranteed by the United States government to meet the remaining obligations under the sublease. The remaining \$4.9 million (net of closing costs of \$363 thousand) was retained by Sound Transit and recorded as non-operating revenues in the year ended December 31, 2001.

The amounts invested are considered uncategorized investments. The net present value of the future sublease payments has been recorded as a long-term capital lease

obligation. The underlying investments have been structured to meet all future obligations under the sublease when due, and as such, have been recorded to equal the sublease obligations on the accompanying balance sheet.

Net changes in the sublease are shown in the following table:

(in thousands)	2006	2005
Net sublease, January 1	\$ 59,083	\$ 57,856
Accrued interest	4,422	4,330
Less payment	(3,580)	(3,103)
Net Sublease, December 31	\$ 59,925	\$ 59,083

Copier Leases—Sound Transit has entered into various agreements for the acquisition or rental of copiers. Certain of the equipment covered by these agreements is classified as a capital lease for accounting purposes and has been recorded as a capital asset with a corresponding long-term liability equal to the present value of future lease payments. Sound Transit records lease payments as reductions of the long-term liability and as interest expense over the life of the lease.

Future payments under the copier lease obligations are shown in the following table:

(in thousands)	December 31, 2006
2007	\$ 213
2008	201
2009	144
2010	16
Total minimum lease payments	574
Amounts representing interest	38
Present value of lease obligations	536
Less current portion	(191)
Long-term portion	\$ 345

Amtrak Lease/Sublease—In September 2000, Sound Transit entered into a 40-year agreement to lease its locomotives, passenger coaches and cab cars (“rolling stock”) to the National Railroad Passenger Corporation (“Amtrak”) for \$1. Under the agreement Amtrak is obligated

to repair, maintain and service the rolling stock at Amtrak's maintenance facility in return for payment by Sound Transit. By separate agreement, Sound Transit assigned to Amtrak its commuter rail operating agreement which it had entered into with the BNSF Railway Company ("BNSF") in May 2000 to provide commuter rail service. In order to give BNSF possession and use of the rolling stock for purposes of providing commuter rail service on Amtrak's behalf for Sound Transit, Amtrak entered into a 40-year sublease of the rolling stock to BNSF for a nominal rental payment of \$1.

Under the legal structure of these transactions and pursuant to a Department of Revenue ruling, the equipment is exempted from Washington State sales and use taxes, and Sound Transit and Amtrak have agreed by a Memorandum of Understanding to use funds that would otherwise be payable for projects that mutually benefit Pacific Northwest intercity rail passenger service. Sound Transit maintains title and continuing control of the assets through the end of the lease, upon which the assets will be returned to Sound Transit.

Operating Rentals—Sound Transit leases office space, parking, land and storage at various locations including space adjacent to Union Station, in Seattle's Rainier Valley district and in Tacoma under non-cancelable operating leases in excess of one year with lease terms expiring in 2007 through 2011. Effective July 1, 2005, the annual base rate decreased for the major lease from \$25.25 sf to \$14.25 sf. This amended lease includes a three-tier base rent structure for the next five years which is equal to 95% of the annual market rate for comparable space. The lease arrangements also include an allowance of \$5.00 sf for costs incurred by Sound Transit to refurbish the premises, and there is an option to extend the lease for another five-year term, beyond June 30, 2010.

Minimum lease payments through 2011 are as follows:

Operating Rentals, commitments next 5 years:

(in thousands)		
2007	\$	1,806
2008		1,249
2009		1,145
2010		618
2011		70
	<hr/>	<hr/>
		\$ 4,888

Total rental costs for 2006, which include non-cancelable leases as well as other month-to-month rentals, were \$2.2 million of which \$529 thousand was for capital projects in

progress. Total rental costs for 2005 were \$1.9 million, of which \$127 thousand was for capital projects in progress.

7. LONG-TERM RECEIVABLES:

Long-term receivables consist of the following:

(in thousands)	2006	2005
City of Seattle	\$ 3,956	\$ 9,221
Supplemental mitigation advances	38	251
	<hr/>	<hr/>
	\$ 3,994	\$ 9,472
Less current portion included in due from other governments	(3,958)	(4,895)
	<hr/>	<hr/>
	\$ 36	\$ 4,577

Amounts owed by the City of Seattle relate to the Downtown Seattle Traffic and Street Improvements Agreement and the Memorandum of Agreement for Undergrounding of Overhead Utilities along Martin Luther King, Jr. Way South. Under those agreements, or as modified in writing, Sound Transit has accepted repayment of the amounts to be funded by the City through December, 2007. The balance due under these agreements is all due within one year and included in Due from Other Governments.

Supplemental mitigation advances are advances for working capital, tenant improvements and equipment purchases to qualifying Rainier Valley businesses and property owners to mitigate the effects of light rail construction. In 2006, all but one advance were sold to a third party. The remaining advance bears interest and must be repaid in full over the 7-year life of the agreement.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

(in thousands)	2006	2005
Accounts payable	\$ 31,164	\$ 38,522
Accrued liabilities	22,422	39,431
Due to other governments	45,346	42,118
Accrued salaries, wages and benefits	1,550	1,695
Retainage payable	62	75
	<hr/>	<hr/>
	\$ 100,544	\$ 121,841

9. LONG-TERM DEBT

Long-term debt consists of the following:

(in thousands)	2006 Beginning Balance	Additions	Reductions	2006 Ending Balance	Amount Due Within One Year
Bonds payable:					
Series 1999 Bonds, at par	\$ 350,000	\$ -	\$ (4,270)	\$ 345,730	\$ 4,445
Series 2005A Bonds, at par	422,815	-	-	422,815	-
	<u>772,815</u>	<u>-</u>	<u>(4,270)</u>	<u>768,545</u>	<u>4,445</u>
Plus unamortized premium	24,221	-	(1,761)	22,460	-
Less unamortized discount	(7,117)	-	385	(6,732)	-
Total bonds payable	<u>789,919</u>	<u>-</u>	<u>(5,646)</u>	<u>784,273</u>	<u>4,445</u>
Promissory notes:					
Lakeview North Line, replacement	3,000	-	(3,000)	-	-
Lakeview South Line	9,000	-	(3,000)	6,000	6,000
	<u>12,000</u>	<u>-</u>	<u>(6,000)</u>	<u>6,000</u>	<u>6,000</u>
Plus (minus) imputed interest	(605)	-	406	(199)	(199)
Total promissory notes payable	<u>11,395</u>	<u>-</u>	<u>(5,594)</u>	<u>5,801</u>	<u>5,801</u>
Total Long-Term Debt	<u>\$ 801,314</u>	<u>\$ -</u>	<u>\$ (11,240)</u>	<u>\$ 790,074</u>	<u>\$ 10,246</u>

(in thousands)	2005 Beginning Balance	Additions	Reductions	2005 Ending Balance	Amount Due Within One Year
Bonds payable:					
Series 1999 Bonds, at par	\$ 350,000	\$ -	\$ -	\$ 350,000	\$ 4,270
Series 2005A Bonds, at par	-	422,815	-	422,815	-
	<u>350,000</u>	<u>422,815</u>	<u>-</u>	<u>772,815</u>	<u>4,270</u>
Plus unamortized premium	4,764	20,888	(1,431)	24,221	-
Less unamortized discount	(7,433)	(67)	383	(7,117)	-
Total bonds payable	<u>347,331</u>	<u>443,636</u>	<u>(1,048)</u>	<u>789,919</u>	<u>4,270</u>
Promissory notes:					
Lakeview North Line, replacement	-	3,000	-	3,000	3,000
Lakeview South Line	-	9,000	-	9,000	3,000
Lakeview North Line	6,000	-	(6,000)	-	-
	<u>6,000</u>	<u>12,000</u>	<u>(6,000)</u>	<u>12,000</u>	<u>6,000</u>
Plus (minus) imputed interest	(260)	(712)	367	(605)	(154)
Total promissory notes payable	<u>5,740</u>	<u>11,288</u>	<u>(5,633)</u>	<u>11,395</u>	<u>5,846</u>
Total Long-Term Debt	<u>\$ 353,071</u>	<u>\$ 454,924</u>	<u>\$ (6,681)</u>	<u>\$ 801,314</u>	<u>\$ 10,116</u>

Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999

—On January 6, 1999, Sound Transit issued tax-exempt Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999 dated December 1, 1998, in the amount of \$350 million. The average life of these bonds is 22.5 years with an average coupon rate of 4.88% and an effective rate of 5.03%. The bonds are special limited obligations of Sound Transit payable from and secured solely by a pledge of Sound Transit's sales and use tax, motor vehicle excise tax and rental car tax imposed at the rates of 0.4%, 0.3%, and 0.8% respectively.

Sound Transit is required to maintain certain minimum deposits as defined in the bond resolution to meet debt service requirements. At December 31, 2006 and 2005, cash restricted for debt service totaled \$11.5 million and \$11.4 million respectively. Principal payments are due February 1 of each year starting in 2006. Proceeds from this bond issue have been used for the Agency's capital projects. These bonds were upgraded from a rating of A1 to Aa3 (Moody's Investor Services) in 2005 and were upgraded in 2006 from AA to AAA by Standard & Poors.

The fair value of the Series 1999 bonds was \$361.9 million and \$366.1 million as of December 31, 2006, and 2005, respectively. This fair value was estimated using quoted market prices.

Sales Tax Bonds, Series 2005A — On March 31, 2005, Sound Transit issued tax-exempt Sales Tax Bonds, Series 2005A dated March 31, 2005, in the amount of \$422.8 million. These bonds were issued on a subordinate basis to the Sales Tax and Motor Vehicle Excise Tax Bonds, Series 1999. The average life of these bonds is 18.5 years with an average coupon rate of 4.95% and an effective rate of 4.60%. These bonds are special limited obligations of Sound Transit payable from and secured solely by a pledge of Sound Transit's sales and use tax and rental car tax imposed at the rates of 0.4% and 0.8% respectively.

Sound Transit is required to maintain certain minimum deposits as defined in the bond resolution to meet debt service requirements. Cash restricted for debt service totaled \$3.4 million at December 31, 2006 and 2005. Principal payments are due November 1 of each year starting in 2011. In addition, the Agency established a \$39.5 million reserve for the bonds, consistent with the Parity Bond Resolution. Proceeds from this bond issue are being used for the Agency's capital projects. The bonds received underlying ratings of Aa3 (Moody's Investor Services) and

AA- (Standard and Poor's). In 2006, Standard and Poor's upgraded their rating of these bonds to AA+.

The fair value of the Series 2005A bonds was \$447.4 million and \$443.5 million as of December 31, 2006 and 2005, respectively. This fair value was estimated using quoted market prices.

Debt service requirements to maturity for bonds payable

Year Ending December 31	(in thousands)			Total
	Principal	Interest		
2007	\$ 4,445	\$ 37,485		41,930
2008	4,620	37,301		41,921
2009	4,810	37,205		42,015
2010	5,065	36,951		42,016
2011	11,130	36,685		47,815
2012-2016	97,370	173,956		271,326
2017-2021	180,985	140,843		321,828
2022-2026	247,160	86,255		333,415
2027-2030	212,960	23,933		236,893
	\$ 768,545	\$ 610,614		\$ 1,379,159

Lakeview North and South Line Promissory Notes — On September 28, 2004, Sound Transit acquired a section of the Lakeview Subdivision between Lakewood and Nisqually called the North Line in exchange for a payment of \$6 million and a \$6 million promissory note payable to BNSF in September of 2006. In November 2004, a replacement note was agreed upon whereby if the south parcels were acquired (the "South Line") then \$3 million of the note became due on September 28, 2005, with the balance of \$3 million due at maturity on September 28, 2006.

The South Line acquisition closed on October 3, 2005, resulting in the change in the terms of the North Line note as described. In addition, Sound Transit paid \$3 million and assumed a promissory note payable of \$9 million to BNSF with a payment due of \$3 million on September 28, 2006, and \$6 million on September 28, 2007. These promissory notes were non-interest bearing and, in accordance with generally accepted accounting principles, have been discounted to reflect the imputed interest cost to the Agency.

10. OTHER LONG-TERM OBLIGATIONS

Other long-term obligations include provisions for asset retirement obligations, uninsured losses related to the agency's risk management program and employee compensated absences as follows:

Asset Retirement Obligations—In the course of entering into agreements with other governments and rail providers to construct the Agency's capital assets used in providing transportation services, certain of those agreements contain clauses that impose a legal burden on the Agency to remove all or a portion of those constructed assets at the termination

(in thousands)	2006 Beginning Balance	Additions and Accretion	Reductions	2006 Ending Balance	Amount Due within One Year
Asset retirement obligations					
Sounder station platforms	\$ 823	\$ 132	\$ -	\$ 955	\$ -
Tacoma Link surface rail	1,192	415	-	1,607	-
Total asset retirement obligations	2,015	547	-	2,562	-
Uninsured Losses					
Owner Controlled Insurance Program	2,283	1,725	(1,500)	2,508	518
Transit operations	322	92	-	414	81
Total uninsured losses	2,605	1,817	(1,500)	2,922	599
Compensated absences					
	3,007	3,254	(3,406)	2,855	973
Total other long-term obligations	\$ 7,627	\$ 5,618	\$ (4,906)	\$ 8,339	\$ 1,572

(in thousands)	2005 Beginning Balance	Additions and Accretion	Reductions	2005 Ending Balance	Amount Due within One Year
Asset retirement obligations					
Sounder station platforms	\$ -	\$ 823	\$ -	\$ 823	\$ -
Tacoma Link surface rail	-	1,192	-	1,192	-
Total asset retirement obligations	-	2,015	-	2,015	-
Uninsured Losses					
Owner Controlled Insurance Program	930	1,906	(553)	2,283	451
Transit operations	74	248	-	322	56
Total uninsured losses	1,004	2,154	(553)	2,605	507
Compensated absences					
	2,599	2,700	(2,292)	3,007	982
Total other long-term obligations	\$ 3,603	\$ 6,869	\$ (2,845)	\$ 7,627	\$ 1,489

of those agreements. FASB 143 and FASB Interpretation 47, effective for financial statements issued after June 15, 2002, and December 18, 2005, respectively, require that these costs and related obligations be recognized where they exist. Sound Transit implemented these standards in 2005, and, in accordance with the pronouncement, this change was treated as a change in accounting principle with any asset retirement costs being measured as of the date the asset retirement obligation was incurred, with the cumulative effect of changing to this new principle being included in net income in 2005.

Additions and accretion include the impact of change in estimate of the future cash flows, accretion and the cumulative effect of the change in accounting treatment as follows:

(in thousands)	2006	2005
Additions or changes in cash flow estimate	\$ 446	\$ 1,709
Accretion	101	95
Cumulative effect of change in accounting policy	-	211
	<u>\$ 547</u>	<u>\$ 2,015</u>

Risk Management—In the ordinary course of its operations, Sound Transit is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to persons; and natural disasters. Sound Transit has established a comprehensive risk management program, utilizing the purchase of commercial insurance that has in force first-level coverage for property, liability, employment practices and crime and fidelity to provide protections from these exposures. Such coverage includes self-insured, per claim retention insignificant to Sound Transit's risk of loss. There have been no changes to the policy since inception and no settlements have exceeded coverage under the plan.

Sound Transit also established an Owner-Controlled Insurance Program ("OCIP") for all general liability claims by third-party injuries and/or property damage related to project construction activities carried out by third-party contractors. This commercially procured insurance program includes a self-insured retention level of \$500 thousand per claim. This program originally covered construction projects from January 1, 2001, through December 31, 2006, and all

premium payments under the policies had been prepaid. During the year, a policy extension was negotiated through December 31, 2009, with the exception of the professional liability and contractor's pollution policy, which was extended to December 31, 2016.

In addition, Sound Transit has also entered into a deductible liability protection policy to supplement the self-insured retention portion of the OCIP. Under this policy the probable maximum claims exposure, estimated at \$6.5 million, has been deposited with the insurer in an interest-bearing loss fund account.

Claim amounts estimated to be paid within the next year are included in other current liabilities.

Compensated Balances—Amounts estimated to be paid within the next year are included in accrued salaries, wages and benefits (see Note 8).

11. RESTRICTED NET ASSETS

Restricted net assets consist of the following:

(in thousands)	2006	2005
Contractual arrangements	\$ 80,098	\$ 110,347
Unspent bond proceeds, net of related obligations	-	8,658
Deductible liability protection policy	5,254	6,372
Debt service, net of related obligations	44,095	4,270
State appropriation	2,152	2,152
	<u>\$ 131,599</u>	<u>\$ 131,799</u>

12. EMPLOYEE BENEFITS

Sound Transit provides a defined contribution money purchase plan and trust ("401(a) Plan") to its employees. Prior to December 31, 1999, employees had a choice of participating in either the 401(a) Plan or in the Washington Public Employees' Retirement System ("PERS"). In 1999, the Washington State Legislature amended the laws governing PERS requiring employers either to terminate their participation in PERS or permit all new employees to participate in PERS regardless of their simultaneous participation in a 401(a) plan. Effective December 31, 1999, Sound Transit terminated its status as a PERS employer with regard to all employees hired after that date. Individuals who were active members at that date were eligible to

continue their membership in PERS for the duration of their continuous employment with Sound Transit. At December 31, 2006, 2005 and 2004, there was one remaining employee participating in PERS.

A summary of the 401(a) Plan is as follows:

401(a) Plan—A defined contribution money purchase plan and trust was established for the Agency in 1994 with the adoption of Board Resolution No. 32. This was amended by Resolution No. 100 in 1997 to recognize the contribution made to Sound Transit by its employees. The ICMA Retirement Corporation administers the Central Puget Sound Regional Transit Authority Pension Plan and serves as the plan's trustee. This plan is a fixed employer system, and membership in the system includes all full-time Sound Transit employees and elected officials. The vesting schedule of the plan is 20% immediately upon employment, 40% after one year of service, 60% after two years, 80% after three years and 100% after four years. Employees are responsible for directing the investment of their contributions and Sound Transit's contributions.

Any eligible employee who was employed on the effective date of this plan was eligible to participate in the plan. Any other eligible employee shall be eligible to participate on the first day of employment.

Sound Transit's actual contribution rates, which were the required contribution rates, are expressed as a percentage of covered payrolls. The amount of covered payroll during 2006 and 2005 was \$25.9 million and \$25.3 million, respectively, and total payroll was \$26.3 million and \$25.6 million, respectively. The required contribution rates expressed as a percentage of covered payroll and required Sound Transit contributions during 2006, 2005, and 2004 are as follows:

	Contribution Rate		
	2006	2005	2004
Employer	12%	12%	12%
Employee	10%	10%	10%
Total	<u>22%</u>	<u>22%</u>	<u>22%</u>

	Contributions		
	(in thousands)		
Employer	\$ 3,111	\$ 3,038	\$ 2,985
Employee	2,592	2,532	2,488
Total	<u>\$ 5,703</u>	<u>\$ 5,570</u>	<u>\$ 5,473</u>

13. COMMITMENTS AND CONTINGENCIES

Operations and Maintenance Agreements—Sound Transit entered into 40-year agreements in May of 2000 with BNSF and Amtrak for the operations and maintenance of its Sounder commuter rail service. Under the BNSF agreement, Sound Transit pays in accordance with an hourly rate schedule per train mile that is based on the number of trains per day. Under the Amtrak agreement, Sound Transit pays a flat monthly fixed price dependent upon the number of one-way trips. See related agreements described in Note 6: Amtrak Lease/Sublease.

In 2004, Sound Transit entered into five-year agreements that expire September 2009 with Community Transit, King County Department of Transportation and Pierce Transit ("purchased transportation providers") to operate its ST Express public transportation service within Sound Transit's service area. Effective January 1, 2005, through the end of the agreement, service is to be compensated based upon a fixed fee agreed to annually, with certain items subject to variable pricing, such as fuel and special services.

Agreements with BNSF for Sounder Commuter Rail Service in the Everett-to-Seattle and Lakewood-to-Tacoma Corridors—On December 18, 2003, Sound Transit entered into a number of agreements with BNSF for, among other things, the purchase of four perpetual easements for commuter rail service between Everett and Seattle, the purchase of railroad right-of-way between Nisqually and Tacoma for service and station improvements, terms for joint use of the railroad right-of-way and the purchase of operation services in each corridor.

The acquisition of the easements and property occurred over a four-year payment period. The first easement in the Everett-to-Seattle corridor closed in December 2003, and the second easement closed in December 2004, each in exchange for a payment of \$79.0 million. The third easement closed in December 2006 for a payment of \$50 million. The acquisition of the remaining easement (fourth easement) in the Everett-to-Seattle corridor is expected to close in December 2007 in exchange for a payment of \$50 million.

Each easement allows the addition by Sound Transit of one round trip commuter train service. Closing by Sound Transit on the fourth easement is conditioned upon the lack of a determination that certain permits for improvements that BNSF is designing to construct are highly unlikely to be issued. If this condition is not met, Sound Transit has the

option to not close with no additional payment due and no additional train service beyond that provided by prior accepted easements.

The easement acquisition agreements also contain post-closing options for Sound Transit for the resale of the second, third and fourth easements to BNSF should it appear that permitting will not be allowed. These options may be exercised as follows:

	Earliest Exercise Date	Latest Exercise Date	Exercise Price
2nd Easement	November, 2006	November, 2010	\$27.5 million
3rd Easement	December, 2008	December, 2012	\$50 million
4th Easement	December, 2009	December, 2013	\$50 million

Also in December of 2003, Sound Transit paid BNSF \$3.6 million for the purchase of certain parcels of property that will become part of the Lakeview Station and South Tacoma Station and \$4.4 million as a non-refundable deposit for the purchase of railroad right of way on the BNSF's Lakeview Subdivision. In September 2004, Sound Transit closed on the purchase of the section of the Lakeview Subdivision between Lakewood and Tacoma (the "North Line") and in October 2005 the section of the Lakeview Subdivision between Nisqually and Lakewood (the "South Line"). See Note 9 for a description of amounts paid at closing and promissory notes provided to BNSF. Total payments in respect of the Nisqually-to-Tacoma corridor under the agreement to BNSF are \$32 million, including interest on the promissory notes.

The Joint-Use Agreement for the Everett-to-Seattle corridor provides the mechanism for determining the cost to Sound Transit for the maintenance-of-way and rehabilitation activities on the corridor. The Joint Use Agreement also provides the conditions necessary to be satisfied by Sound Transit (such as the acquisition of certain environmental permits) before it may use its commuter rail easements. The Joint-Use Agreement for the Lakewood-to-Tacoma corridor sets forth the cost to BNSF for the maintenance-of-way and rehabilitation activities on the corridor and Sound Transit's and BNSF's responsibilities during the interim period before Sound Transit starts operating on each portion of the corridor. Initially, BNSF will retain all maintenance activities associated with the line. However, as Sound Transit incrementally commences construction of the line, Sound Transit will be responsible for maintenance activities on those sections.

The Everett-to-Seattle Commuter Rail Service Agreement set forth the terms for the actual operation of the commuter trains by BNSF and the compensation paid to BNSF for train crews, maintenance-of-way and other expenses incurred in the operation of the Sounder service between Seattle and Everett. The compensation is structured to provide flat rates for maintenance and crews with inflation adjusters plus performance incentives after the initial pre-construction period. The term of the agreement is for 12 years with an option of five additional years that must be agreed to by both parties, for a maximum term of 17 years. In addition, a first amendment was executed to the existing long-term agreement for commuter service from Seattle to Tacoma, covering service for the Lakewood-to-Tacoma corridor, provided Sound Transit eventually operates in the corridor.

Purchases — At December 31, 2006 and 2005, Sound Transit had outstanding construction commitments of approximately \$708.3 million and \$916.0 million, respectively.

Grants — Sound Transit participates in several federal grant programs that are governed by various rules and regulations of the grantor agencies. Costs charged to the respective grant programs are subject to audit and adjustment by the grantor agencies; therefore, to the extent that Sound Transit has not complied with the rules and regulations governing the grants, refunds of any money received may be required and the collectibility of any related receivable at December 31, 2006 and 2005 may be impaired. In the opinion of management, there are no significant contingent liabilities relating to non-compliance with the rules and regulations governing the respective grants; therefore, no provision has been recorded in the accompanying financial statements for such contingencies.

Claims — In the ordinary course of business, Sound Transit has been named as a defendant in a number of lawsuits relating to personnel and contractual matters. Although the ultimate outcome, if any, of these matters is presently unknown, management has evaluated all claims and potential claims and where that exposure is probable, has reflected in the accounts of the Agency its best estimate. At December 31, 2006, \$46.0 million has been recorded in construction in progress and a corresponding liability accrued (\$16.6 million at December 31, 2005); however, as these are estimates, these amounts may be subject to change.

Statistical Data (UNAUDITED)

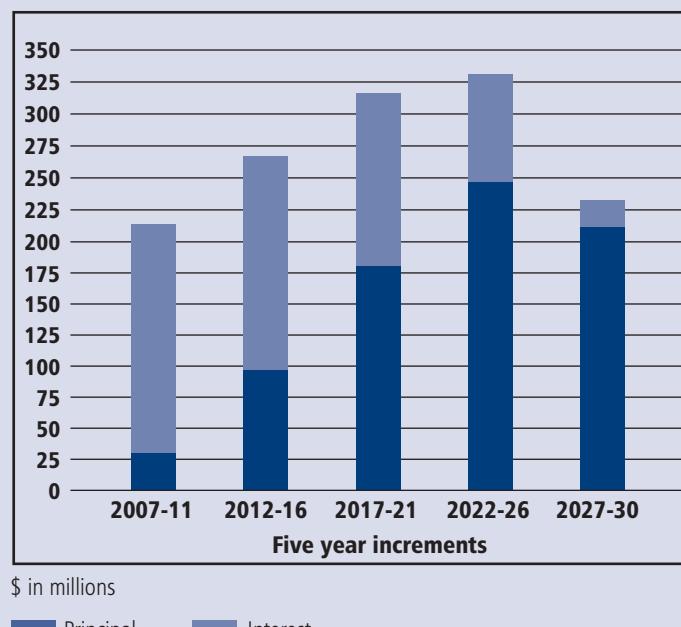
Revenue by Source

\$ in thousands											
Year	Passenger Fares		Sales/Use Tax	Motor Vehicle Excise Tax		Rental Car Tax	Investment Income		Grants	Other Revenue	Total Revenues
2002	\$ 9,225	\$ 204,566	\$ 58,319	\$ 2,151	\$ 42,922	\$ 87,842	\$ 2,949	\$ 407,974			
2003	11,625	206,665	61,189	2,182	20,020	33,568	4,576	339,825			
2004	13,205	219,020	64,714	2,166	10,626	96,459	3,418	409,608			
2005	16,483	239,785	66,308	2,245	26,090	142,485	3,381	496,778			
2006	18,052	259,164	70,203	2,427	37,277	144,526	3,491	535,140			
	<u>\$ 68,590</u>	<u>\$ 1,129,200</u>	<u>\$ 320,733</u>	<u>\$ 11,171</u>	<u>\$ 136,935</u>	<u>\$ 504,880</u>	<u>\$ 17,815</u>	<u>\$ 2,189,325</u>			

Operating Expenses by type

\$ in thousands											
			2002		2003		2004		2005		2006
Labor			\$ 16,377	\$ 19,315	\$ 21,486	\$ 22,403	\$ 22,449				
Fringe Benefits			7,425	9,478	10,954	11,524	11,696				
Services			12,662	15,703	16,989	20,283	19,998				
Materials & supplies			1,668	1,825	2,306	3,089	3,693				
Utilities			750	831	920	923	1,000				
Insurance			1,507	2,572	2,481	2,504	2,406				
Taxes			564	233	388	330	1,141				
Purchased Transportation			37,260	43,536	50,022	55,350	61,631				
Miscellaneous			3,010	2,530	2,732	2,838	2,917				
Leases & rentals			2,922	2,238	2,267	2,198	2,052				
Total Before Depreciation, Disposals and Capitalized Indirect Expense			84,145	98,261	110,545	121,442	128,982				
Depreciation & Disposals			14,361	17,582	22,956	34,495	33,490				
Capitalized Indirect Expenses, Net			(14,188)	(22,228)	(24,227)	(23,659)	(21,377)				
			\$ 84,318	\$ 93,615	\$ 109,274	\$ 132,278	\$ 141,094				

Debt Service requirements to maturity



2006 Debt Capacity (Unaudited)

Assessed Valuation in 2005 for collection of taxes in 2006	\$ 331,183,695,249
Maximum nonvoted debt (1.5% of assessed valuation)	\$ 4,967,755,429
Less: Series 1999, 2005A Bonds and other long-term debt	\$ 775,081,145
Nonvoted debt capacity remaining	\$ 4,192,674,284
Maximum voted debt (5% of assessed valuation)	\$ 16,559,184,763
Less: Series 1999, 2005A Bonds and other long-term debt	\$ 775,081,145
Voted debt capacity remaining	\$ 15,784,103,618

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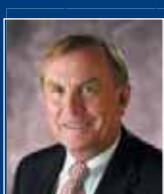
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